

United States Bankruptcy Court
Western District of Washington

Voluntary Petition

Name of Debtor (if individual, enter Last, First, Middle): Liquidation Outlet, Inc.	Name of Joint Debtor (Spouse) (Last, First, Middle):
All Other Names used by the Debtor in the last 8 years (include married, maiden, and trade names):	All Other Names used by the Joint Debtor in the last 8 years (include married, maiden, and trade names):
Last four digits of Soc. Sec. or Individual-Taxpayer I.D. (ITIN) No./Complete EIN (if more than one, state all) 91-1566019	Last four digits of Soc. Sec. or Individual-Taxpayer I.D. (ITIN) No./Complete EIN (if more than one, state all)
Street Address of Debtor (No. and Street, City, and State): 1025 Valley Ave NW Puyallup, WA <div style="text-align: right;">ZIP Code 98371</div>	Street Address of Joint Debtor (No. and Street, City, and State): <div style="text-align: right;">ZIP Code</div>
County of Residence or of the Principal Place of Business: Pierce	County of Residence or of the Principal Place of Business:
Mailing Address of Debtor (if different from street address): PO Box 39620 Lakewood, WA <div style="text-align: right;">ZIP Code 98496</div>	Mailing Address of Joint Debtor (if different from street address): <div style="text-align: right;">ZIP Code</div>
Location of Principal Assets of Business Debtor (if different from street address above): <div style="text-align: center;">1025 Valley Ave NW Puyallup, WA 98371</div>	

Type of Debtor (Form of Organization) (Check one box) <input type="checkbox"/> Individual (includes Joint Debtors) <i>See Exhibit D on page 2 of this form.</i> <input checked="" type="checkbox"/> Corporation (includes LLC and LLP) <input type="checkbox"/> Partnership <input type="checkbox"/> Other (If debtor is not one of the above entities, check this box and state type of entity below.)	Nature of Business (Check one box) <input type="checkbox"/> Health Care Business <input type="checkbox"/> Single Asset Real Estate as defined in 11 U.S.C. § 101 (51B) <input type="checkbox"/> Railroad <input type="checkbox"/> Stockbroker <input type="checkbox"/> Commodity Broker <input type="checkbox"/> Clearing Bank <input checked="" type="checkbox"/> Other Tax-Exempt Entity (Check box, if applicable) <input type="checkbox"/> Debtor is a tax-exempt organization under Title 26 of the United States Code (the Internal Revenue Code).	Chapter of Bankruptcy Code Under Which the Petition is Filed (Check one box) <input type="checkbox"/> Chapter 7 <input type="checkbox"/> Chapter 9 <input checked="" type="checkbox"/> Chapter 11 <input type="checkbox"/> Chapter 12 <input type="checkbox"/> Chapter 13 <input type="checkbox"/> Chapter 15 Petition for Recognition of a Foreign Main Proceeding <input type="checkbox"/> Chapter 15 Petition for Recognition of a Foreign Nonmain Proceeding Nature of Debts (Check one box) <input type="checkbox"/> Debts are primarily consumer debts, defined in 11 U.S.C. § 101(8) as "incurred by an individual primarily for a personal, family, or household purpose." <input checked="" type="checkbox"/> Debts are primarily business debts.
--	--	---

Filing Fee (Check one box) <input checked="" type="checkbox"/> Full Filing Fee attached <input type="checkbox"/> Filing Fee to be paid in installments (applicable to individuals only). Must attach signed application for the court's consideration certifying that the debtor is unable to pay fee except in installments. Rule 1006(b). See Official Form 3A. <input type="checkbox"/> Filing Fee waiver requested (applicable to chapter 7 individuals only). Must attach signed application for the court's consideration. See Official Form 3B.	Chapter 11 Debtors Check one box: <input type="checkbox"/> Debtor is a small business debtor as defined in 11 U.S.C. § 101(51D). <input checked="" type="checkbox"/> Debtor is not a small business debtor as defined in 11 U.S.C. § 101(51D). Check if: <input type="checkbox"/> Debtor's aggregate noncontingent liquidated debts (excluding debts owed to insiders or affiliates) are less than \$2,190,000. Check all applicable boxes: <input type="checkbox"/> A plan is being filed with this petition. <input type="checkbox"/> Acceptances of the plan were solicited prepetition from one or more classes of creditors, in accordance with 11 U.S.C. § 1126(b).
---	--

Statistical/Administrative Information <input checked="" type="checkbox"/> Debtor estimates that funds will be available for distribution to unsecured creditors. <input type="checkbox"/> Debtor estimates that, after any exempt property is excluded and administrative expenses paid, there will be no funds available for distribution to unsecured creditors. <table style="width:100%;"> <tr> <td colspan="10">Estimated Number of Creditors</td> </tr> <tr> <td><input type="checkbox"/> 1-49</td> <td><input type="checkbox"/> 50-99</td> <td><input checked="" type="checkbox"/> 100-199</td> <td><input type="checkbox"/> 200-999</td> <td><input type="checkbox"/> 1,000-5,000</td> <td><input type="checkbox"/> 5,001-10,000</td> <td><input type="checkbox"/> 10,001-25,000</td> <td><input type="checkbox"/> 25,001-50,000</td> <td><input type="checkbox"/> 50,001-100,000</td> <td><input type="checkbox"/> OVER 100,000</td> </tr> </table> <table style="width:100%;"> <tr> <td colspan="10">Estimated Assets</td> </tr> <tr> <td><input type="checkbox"/> \$0 to \$50,000</td> <td><input type="checkbox"/> \$50,001 to \$100,000</td> <td><input type="checkbox"/> \$100,001 to \$500,000</td> <td><input type="checkbox"/> \$500,001 to \$1 million</td> <td><input type="checkbox"/> \$1,000,001 to \$10 million</td> <td><input checked="" type="checkbox"/> \$10,000,001 to \$50 million</td> <td><input type="checkbox"/> \$50,000,001 to \$100 million</td> <td><input type="checkbox"/> \$100,000,001 to \$500 million</td> <td><input type="checkbox"/> \$500,000,001 to \$1 billion</td> <td><input type="checkbox"/> More than \$1 billion</td> </tr> </table> <table style="width:100%;"> <tr> <td colspan="10">Estimated Liabilities</td> </tr> <tr> <td><input type="checkbox"/> \$0 to \$50,000</td> <td><input type="checkbox"/> \$50,001 to \$100,000</td> <td><input type="checkbox"/> \$100,001 to \$500,000</td> <td><input type="checkbox"/> \$500,001 to \$1 million</td> <td><input checked="" type="checkbox"/> \$1,000,001 to \$50 million</td> <td><input type="checkbox"/> \$10,000,001 to \$100 million</td> <td><input type="checkbox"/> \$50,000,001 to \$100 million</td> <td><input type="checkbox"/> \$100,000,001 to \$500 million</td> <td><input type="checkbox"/> \$500,000,001 to \$1 billion</td> <td><input type="checkbox"/> More than \$1 billion</td> </tr> </table>	Estimated Number of Creditors										<input type="checkbox"/> 1-49	<input type="checkbox"/> 50-99	<input checked="" type="checkbox"/> 100-199	<input type="checkbox"/> 200-999	<input type="checkbox"/> 1,000-5,000	<input type="checkbox"/> 5,001-10,000	<input type="checkbox"/> 10,001-25,000	<input type="checkbox"/> 25,001-50,000	<input type="checkbox"/> 50,001-100,000	<input type="checkbox"/> OVER 100,000	Estimated Assets										<input type="checkbox"/> \$0 to \$50,000	<input type="checkbox"/> \$50,001 to \$100,000	<input type="checkbox"/> \$100,001 to \$500,000	<input type="checkbox"/> \$500,001 to \$1 million	<input type="checkbox"/> \$1,000,001 to \$10 million	<input checked="" type="checkbox"/> \$10,000,001 to \$50 million	<input type="checkbox"/> \$50,000,001 to \$100 million	<input type="checkbox"/> \$100,000,001 to \$500 million	<input type="checkbox"/> \$500,000,001 to \$1 billion	<input type="checkbox"/> More than \$1 billion	Estimated Liabilities										<input type="checkbox"/> \$0 to \$50,000	<input type="checkbox"/> \$50,001 to \$100,000	<input type="checkbox"/> \$100,001 to \$500,000	<input type="checkbox"/> \$500,001 to \$1 million	<input checked="" type="checkbox"/> \$1,000,001 to \$50 million	<input type="checkbox"/> \$10,000,001 to \$100 million	<input type="checkbox"/> \$50,000,001 to \$100 million	<input type="checkbox"/> \$100,000,001 to \$500 million	<input type="checkbox"/> \$500,000,001 to \$1 billion	<input type="checkbox"/> More than \$1 billion	<p align="center">THIS SPACE IS FOR COURT USE ONLY</p>
Estimated Number of Creditors																																																													
<input type="checkbox"/> 1-49	<input type="checkbox"/> 50-99	<input checked="" type="checkbox"/> 100-199	<input type="checkbox"/> 200-999	<input type="checkbox"/> 1,000-5,000	<input type="checkbox"/> 5,001-10,000	<input type="checkbox"/> 10,001-25,000	<input type="checkbox"/> 25,001-50,000	<input type="checkbox"/> 50,001-100,000	<input type="checkbox"/> OVER 100,000																																																				
Estimated Assets																																																													
<input type="checkbox"/> \$0 to \$50,000	<input type="checkbox"/> \$50,001 to \$100,000	<input type="checkbox"/> \$100,001 to \$500,000	<input type="checkbox"/> \$500,001 to \$1 million	<input type="checkbox"/> \$1,000,001 to \$10 million	<input checked="" type="checkbox"/> \$10,000,001 to \$50 million	<input type="checkbox"/> \$50,000,001 to \$100 million	<input type="checkbox"/> \$100,000,001 to \$500 million	<input type="checkbox"/> \$500,000,001 to \$1 billion	<input type="checkbox"/> More than \$1 billion																																																				
Estimated Liabilities																																																													
<input type="checkbox"/> \$0 to \$50,000	<input type="checkbox"/> \$50,001 to \$100,000	<input type="checkbox"/> \$100,001 to \$500,000	<input type="checkbox"/> \$500,001 to \$1 million	<input checked="" type="checkbox"/> \$1,000,001 to \$50 million	<input type="checkbox"/> \$10,000,001 to \$100 million	<input type="checkbox"/> \$50,000,001 to \$100 million	<input type="checkbox"/> \$100,000,001 to \$500 million	<input type="checkbox"/> \$500,000,001 to \$1 billion	<input type="checkbox"/> More than \$1 billion																																																				

Voluntary Petition*(This page must be completed and filed in every case)*

Name of Debtor(s):

Liquidation Outlet, Inc.**All Prior Bankruptcy Cases Filed Within Last 8 Years** (If more than two, attach additional sheet)

Location

Where Filed: **- None -**

Case Number:

Date Filed:

Location

Where Filed:

Case Number:

Date Filed:

Pending Bankruptcy Case Filed by any Spouse, Partner, or Affiliate of this Debtor (If more than one, attach additional sheet)

Name of Debtor:

- None -

Case Number:

Date Filed:

District:

Relationship:

Judge:

Exhibit A

(To be completed if debtor is required to file periodic reports (e.g., forms 10K and 10Q) with the Securities and Exchange Commission pursuant to Section 13 or 15(d) of the Securities Exchange Act of 1934 and is requesting relief under chapter 11.)

☐ Exhibit A is attached and made a part of this petition.

Exhibit B

(To be completed if debtor is an individual whose debts are primarily consumer debts.)

I, the attorney for the petitioner named in the foregoing petition, declare that I have informed the petitioner that [he or she] may proceed under chapter 7, 11, 12, or 13 of title 11, United States Code, and have explained the relief available under each such chapter. I further certify that I delivered to the debtor the notice required by 11 U.S.C. §342(b).

X

Signature of Attorney for Debtor(s)

(Date)

Exhibit C

Does the debtor own or have possession of any property that poses or is alleged to pose a threat of imminent and identifiable harm to public health or safety?

☐ Yes, and Exhibit C is attached and made a part of this petition.

☒ No.

Exhibit D

(To be completed by every individual debtor. If a joint petition is filed, each spouse must complete and attach a separate Exhibit D.)

☐ Exhibit D completed and signed by the debtor is attached and made a part of this petition.

If this is a joint petition:

☐ Exhibit D also completed and signed by the joint debtor is attached and made a part of this petition.

Information Regarding the Debtor - Venue

(Check any applicable box)

- ☒ Debtor has been domiciled or has had a residence, principal place of business, or principal assets in this District for 180 days immediately preceding the date of this petition or for a longer part of such 180 days than in any other District.
- ☐ There is a bankruptcy case concerning debtor's affiliate, general partner, or partnership pending in this District.
- ☐ Debtor is a debtor in a foreign proceeding and has its principal place of business or principal assets in the United States in this District, or has no principal place of business or assets in the United States but is a defendant in an action or proceeding [in a federal or state court] in this District, or the interests of the parties will be served in regard to the relief sought in this District.

Certification by a Debtor Who Resides as a Tenant of Residential Property

(Check all applicable boxes)

- ☐ Landlord has a judgment against the debtor for possession of debtor's residence. (If box checked, complete the following.)

(Name of landlord that obtained judgment)

(Address of landlord)

- ☐ Debtor claims that under applicable nonbankruptcy law, there are circumstances under which the debtor would be permitted to cure the entire monetary default that gave rise to the judgment for possession, after the judgment for possession was entered, and
- ☐ Debtor has included in this petition the deposit with the court of any rent that would become due during the 30-day period after the filing of the petition.
- ☐ Debtor certifies that he/she has served the Landlord with this certification. (11 U.S.C. § 362(l)).

Voluntary Petition

(This page must be completed and filed in every case)

Name of Debtor(s):

Liquidation Outlet, Inc.**Signatures****Signature(s) of Debtor(s) (Individual/Joint)**

I declare under penalty of perjury that the information provided in this petition is true and correct.

[If petitioner is an individual whose debts are primarily consumer debts and has chosen to file under chapter 7] I am aware that I may proceed under chapter 7, 11, 12, or 13 of title 11, United States Code, understand the relief available under each such chapter, and choose to proceed under chapter 7. [If no attorney represents me and no bankruptcy petition preparer signs the petition] I have obtained and read the notice required by 11 U.S.C. §342(b).

I request relief in accordance with the chapter of title 11, United States Code, specified in this petition.

X _____
Signature of Debtor

X _____
Signature of Joint Debtor

Telephone Number (If not represented by attorney)

Date

Signature of Attorney*

X /s/ Brian L. Budsberg _____
Signature of Attorney for Debtor(s)

Brian L. Budsberg 11225 _____
Printed Name of Attorney for Debtor(s)

Brian Budsberg, P.L.L.C. _____
Firm Name
1115 West Bay Drive, Suite 201

Address

Email: trustee@budsberg.com

3605849093 Fax: 3602528333 _____
Telephone Number

March 25, 2010 _____
Date

*In a case in which § 707(b)(4)(D) applies, this signature also constitutes a certification that the attorney has no knowledge after an inquiry that the information in the schedules is incorrect.

Signature of Debtor (Corporation/Partnership)

I declare under penalty of perjury that the information provided in this petition is true and correct, and that I have been authorized to file this petition on behalf of the debtor.

The debtor requests relief in accordance with the chapter of title 11, United States Code, specified in this petition.

X /s/ Gary Woodring _____
Signature of Authorized Individual

Gary Woodring _____
Printed Name of Authorized Individual

President _____
Title of Authorized Individual

March 25, 2010 _____
Date

Signature of a Foreign Representative

I declare under penalty of perjury that the information provided in this petition is true and correct, that I am the foreign representative of a debtor in a foreign proceeding, and that I am authorized to file this petition.

(Check only one box.)

☐ I request relief in accordance with chapter 15 of title 11, United States Code. Certified copies of the documents required by 11 U.S.C. §1515 are attached.

☐ Pursuant to 11 U.S.C. §1511, I request relief in accordance with the chapter of title 11 specified in this petition. A certified copy of the order granting recognition of the foreign main proceeding is attached.

X _____
Signature of Foreign Representative

Printed Name of Foreign Representative

Date

Signature of Non-Attorney Bankruptcy Petition Preparer

I declare under penalty of perjury that: (1) I am a bankruptcy petition preparer as defined in 11 U.S.C. § 110; (2) I prepared this document for compensation and have provided the debtor with a copy of this document and the notices and information required under 11 U.S.C. §§ 110(b), 110(h), and 342(b); and, (3) if rules or guidelines have been promulgated pursuant to 11 U.S.C. § 110(h) setting a maximum fee for services chargeable by bankruptcy petition preparers, I have given the debtor notice of the maximum amount before preparing any document for filing for a debtor or accepting any fee from the debtor, as required in that section. Official Form 19 is attached.

Printed Name and title, if any, of Bankruptcy Petition Preparer

Social-Security number (If the bankruptcy petition preparer is not an individual, state the Social Security number of the officer, principal, responsible person or partner of the bankruptcy petition preparer.)(Required by 11 U.S.C. § 110.)

Address

X _____
Date

Signature of Bankruptcy Petition Preparer or officer, principal, responsible person, or partner whose Social Security number is provided above.

Names and Social-Security numbers of all other individuals who prepared or assisted in preparing this document unless the bankruptcy petition preparer is not an individual:

If more than one person prepared this document, attach additional sheets conforming to the appropriate official form for each person.

A bankruptcy petition preparer's failure to comply with the provisions of title 11 and the Federal Rules of Bankruptcy Procedure may result in fines or imprisonment or both 11 U.S.C. §110; 18 U.S.C. §156.

CUSTOMIZED SCHEDULE I - CURRENT INCOME OF BUSINESS DEBTOR

1.	Monthly gross wages, salary, and commissions (Payroll)	\$307,592.97
2.	Estimated monthly overtime	\$0
3.	SUBTOTAL	\$307,592.97
4.	LESS PAYROLL DEDUCTIONS	
a.	Payroll Taxes and Social Security	\$82,956.35
b.	Insurance	\$11,865.75
c.	Union Dues	\$0
d.	Other Deductions	\$0
5.	SUBTOTAL OF PAYROLL DEDUCTIONS	\$94,822.10
6.	TOTAL NET MONTHLY TAKE HOME PAY	\$212,770.87
7.	Regular Income from operation of business or profession or farm (Attach detailed statement)	\$2,136,387.5
8.	Income from real property	\$0
9.	Interest and Dividends	\$0
10.	Alimony, maintenance or support payments payable to the debtor for the debtor's use or that of dependents listed above	N/A
11.	Social Security or government assistance	N/A
12.	Pension or retirement income	N/A
13.	Other monthly income	N/A
14.	SUBTOTAL OF LINES 7 THROUGH 13	\$2,136,387.50
15.	AVERAGE MONTHLY INCOME (Add amounts on lines 6 and 14)	\$2,136,387.50
16.	COMBINED AVERAGE MONTHLY INCOME: (Combine column totals from line 15)	\$2,136,387.50

CUSTOMIZED SCHEDULE J - CURRENT EXPENDITURES OF BUSINESS DEBTOR(S)

1.	Rent or home mortgage payment	\$417,852
2.	Employees	\$400,248
3.	Transportation (not including car payments)	\$20,353.10
4.	Recreation, clubs and entertainment	\$2,175
5.	Charitable contributions	\$0
6.	Insurance	\$11,865.75
7.	Taxes	\$98,041.18
8.	Other expenses from operation of business, profession or farm	\$1,185,170
9.	AVERAGE MONTHLY EXPENSES	\$2,135,705
10.	Describe any increase or decrease in expenditures reasonably anticipated to occur within the year following the filing of this document:	N/A
11.	STATEMENT OF MONTHLY NET INCOME	
a.	Average monthly income from Line 15 of Schedule I	\$2,136,387.50
b.	Average monthly expenses from Line 9 above	\$2,135,705
c.	Monthly net income (a. minus b.)	\$682.50

United States Bankruptcy Court
Western District of Washington

In re Liquidation Outlet, Inc.

Debtor(s)

Case No.

Chapter 11

LIST OF CREDITORS HOLDING 20 LARGEST UNSECURED CLAIMS

Following is the list of the debtor's creditors holding the 20 largest unsecured claims. The list is prepared in accordance with Fed. R. Bankr. P. 1007(d) for filing in this chapter 11 [or chapter 9] case. The list does not include (1) persons who come within the definition of "insider" set forth in 11 U.S.C. § 101, or (2) secured creditors unless the value of the collateral is such that the unsecured deficiency places the creditor among the holders of the 20 largest unsecured claims. If a minor child is one of the creditors holding the 20 largest unsecured claims, state the child's initials and the name and address of the child's parent or guardian, such as "A.B., a minor child, by John Doe, guardian." Do not disclose the child's name. See 11 U.S.C. § 112; Fed. R. Bankr. P. 1007(m).

(1) <i>Name of creditor and complete mailing address including zip code</i>	(2) <i>Name, telephone number and complete mailing address, including zip code, of employee, agent, or department of creditor familiar with claim who may be contacted</i>	(3) <i>Nature of claim (trade debt, bank loan, government contract, etc.)</i>	(4) <i>Indicate if claim is contingent, unliquidated, disputed, or subject to setoff</i>	(5) <i>Amount of claim [if secured, also state value of security]</i>
ABC Pacific 1549 NE 145th St. Seattle, WA 98155	ABC Pacific 1549 NE 145th St. Seattle, WA 98155	Default Lease		53,763.52
B&G Sales, Inc. 2000 George Street Melrose Park, IL 60160	B&G Sales, Inc. 2000 George Street Melrose Park, IL 60160	Vendor		57,972.76
Betty, Inc. 1801 Swanson Street Philadelphia, PA 19148	Betty, Inc. 1801 Swanson Street Philadelphia, PA 19148	Vendor		52,673.20
Blue Cross Laboratories 20950 Centre Pointe Pkwy Santa Clarita, CA 91350	Blue Cross Laboratories 20950 Centre Pointe Pkwy Santa Clarita, CA 91350	Vendor		47,856.84
Charlie's Produce PO Box 24606 Seattle, WA 98124	Charlie's Produce PO Box 24606 Seattle, WA 98124	Vendor		315,000.00
EH Greetings 2060 International Blvd. Port Huron, MI 48060	EH Greetings 2060 International Blvd. Port Huron, MI 48060	Vendor		112,692.30
Hulco Sales Corp. PO Box 150 Terre Haute, IN 47808	Hulco Sales Corp. PO Box 150 Terre Haute, IN 47808	Vendor		322,080.00
Imperial Plastics PO Box 3395 Calexico, CA 92232	Imperial Plastics PO Box 3395 Calexico, CA 92232	Vendor		41,312.28
Inland US Managment 5919 Lakewood Towne Center Lakewood, WA 98499	Inland US Managment 5919 Lakewood Towne Center Lakewood, WA 98499	Default lease		95,718.73
Kole Imports 24600 S. Main Street Carson, CA 90745	Kole Imports 24600 S. Main Street Carson, CA 90745	Vendor		61,806.39
ML Weiner & Assoc. 43-585 Monteeey Ave, Ste. 1 Palm Desert, CA 92260	ML Weiner & Assoc. 43-585 Monteeey Ave, Ste. 1 Palm Desert, CA 92260	Vendor		33,246.71
Olympic Gateway 1111 E. Wiskah Street Aberdeen, WA 98520	Olympic Gateway 1111 E. Wiskah Street Aberdeen, WA 98520	Default Lease		33,671.80

Debtor(s)

LIST OF CREDITORS HOLDING 20 LARGEST UNSECURED CLAIMS
(Continuation Sheet)

(1) <i>Name of creditor and complete mailing address including zip code</i>	(2) <i>Name, telephone number and complete mailing address, including zip code, of employee, agent, or department of creditor familiar with claim who may be contacted</i>	(3) <i>Nature of claim (trade debt, bank loan, government contract, etc.)</i>	(4) <i>Indicate if claim is contingent, unliquidated, disputed, or subject to setoff</i>	(5) <i>Amount of claim [if secured, also state value of security]</i>
PK II Sunset Square 1125 E. Sunset Drive #115-120 Bellingham, WA 98226	PK II Sunset Square 1125 E. Sunset Drive #115-120 Bellingham, WA 98226	Default Lease		34,011.96
Poly Bag LLC 4301 So. Tacoma Way Tacoma, WA 98409	Poly Bag LLC 4301 So. Tacoma Way Tacoma, WA 98409	Vendors		34,310.71
Rosen Properties 5401 6th Ave #300 Tacoma, WA 98406	Rosen Properties 5401 6th Ave #300 Tacoma, WA 98406	Default Lease		36,859.92
Santa Clara Square Client Trust 75 Division Ave Eugene, OR 97404	Santa Clara Square Client Trust 75 Division Ave Eugene, OR 97404	Default Lease		55,602.40
Selected Trading 9500 NW 108th Ave Miami, FL 33178	Selected Trading 9500 NW 108th Ave Miami, FL 33178	Vendors		48,369.60
Sound Properties 11012 Canyon Road Puyallup, WA 98373	Sound Properties 11012 Canyon Road Puyallup, WA 98373	Default Lease		44,177.52
South Bay International 1555 So. 7th Street, Ste. G San Jose, CA 95112	South Bay International 1555 So. 7th Street, Ste. G San Jose, CA 95112	Vendors		40,315.00
University City 10518 E. Sprague Ave Spokane, WA 99216	University City 10518 E. Sprague Ave Spokane, WA 99216	Default Lease		35,932.00

**DECLARATION UNDER PENALTY OF PERJURY
ON BEHALF OF A CORPORATION OR PARTNERSHIP**

I, the President of the corporation named as the debtor in this case, declare under penalty of perjury that I have read the foregoing list and that it is true and correct to the best of my information and belief.

Date March 25, 2010

Signature /s/ Gary Woodring
Gary Woodring
President

Penalty for making a false statement or concealing property: Fine of up to \$500,000 or imprisonment for up to 5 years or both.
18 U.S.C. §§ 152 and 3571.

United States Bankruptcy Court
Western District of Washington

In re **Liquidation Outlet, Inc.**,
 Debtor

Case No. _____

Chapter **11**

SUMMARY OF SCHEDULES

Indicate as to each schedule whether that schedule is attached and state the number of pages in each. Report the totals from Schedules A, B, D, E, F, I, and J in the boxes provided. Add the amounts from Schedules A and B to determine the total amount of the debtor's assets. Add the amounts of all claims from Schedules D, E, and F to determine the total amount of the debtor's liabilities. Individual debtors must also complete the "Statistical Summary of Certain Liabilities and Related Data" if they file a case under chapter 7, 11, or 13.

NAME OF SCHEDULE	ATTACHED (YES/NO)	NO. OF SHEETS	ASSETS	LIABILITIES	OTHER
A - Real Property	Yes	1	0.00		
B - Personal Property	Yes	4	16,053,249.53		
C - Property Claimed as Exempt	No	0			
D - Creditors Holding Secured Claims	Yes	1		1,050,000.00	
E - Creditors Holding Unsecured Priority Claims (Total of Claims on Schedule E)	Yes	1		0.00	
F - Creditors Holding Unsecured Nonpriority Claims	Yes	38		6,384,413.23	
G - Executory Contracts and Unexpired Leases	Yes	4			
H - Codebtors	Yes	1			
I - Current Income of Individual Debtor(s)	Yes	1			0.00
J - Current Expenditures of Individual Debtor(s)	Yes	2			98,041.18
Total Number of Sheets of ALL Schedules		53			
Total Assets			16,053,249.53		
Total Liabilities				7,434,413.23	

United States Bankruptcy Court
Western District of Washington

In re Liquidation Outlet, Inc.,
 Debtor

Case No. _____

Chapter 11

STATISTICAL SUMMARY OF CERTAIN LIABILITIES AND RELATED DATA (28 U.S.C. § 159)

If you are an individual debtor whose debts are primarily consumer debts, as defined in § 101(8) of the Bankruptcy Code (11 U.S.C. § 101(8)), filing a case under chapter 7, 11 or 13, you must report all information requested below.

- ☐ Check this box if you are an individual debtor whose debts are NOT primarily consumer debts. You are not required to report any information here.

This information is for statistical purposes only under 28 U.S.C. § 159.

Summarize the following types of liabilities, as reported in the Schedules, and total them.

Type of Liability	Amount
Domestic Support Obligations (from Schedule E)	
Taxes and Certain Other Debts Owed to Governmental Units (from Schedule E)	
Claims for Death or Personal Injury While Debtor Was Intoxicated (from Schedule E) (whether disputed or undisputed)	
Student Loan Obligations (from Schedule F)	
Domestic Support, Separation Agreement, and Divorce Decree Obligations Not Reported on Schedule E	
Obligations to Pension or Profit-Sharing, and Other Similar Obligations (from Schedule F)	
TOTAL	

State the following:

Average Income (from Schedule I, Line 16)	
Average Expenses (from Schedule J, Line 18)	
Current Monthly Income (from Form 22A Line 12; OR, Form 22B Line 11; OR, Form 22C Line 20)	

State the following:

1. Total from Schedule D, "UNSECURED PORTION, IF ANY" column		
2. Total from Schedule E, "AMOUNT ENTITLED TO PRIORITY" column		
3. Total from Schedule E, "AMOUNT NOT ENTITLED TO PRIORITY, IF ANY" column		
4. Total from Schedule F		
5. Total of non-priority unsecured debt (sum of 1, 3, and 4)		

In re **Liquidation Outlet, Inc.**

Case No. _____

Debtor

SCHEDULE A - REAL PROPERTY

Except as directed below, list all real property in which the debtor has any legal, equitable, or future interest, including all property owned as a cotenant, community property, or in which the debtor has a life estate. Include any property in which the debtor holds rights and powers exercisable for the debtor's own benefit. If the debtor is married, state whether husband, wife, both, or the marital community own the property by placing an "H," "W," "J," or "C" in the column labeled "Husband, Wife, Joint, or Community." If the debtor holds no interest in real property, write "None" under "Description and Location of Property."

Do not include interests in executory contracts and unexpired leases on this schedule. List them in Schedule G - Executory Contracts and Unexpired Leases.

If an entity claims to have a lien or hold a secured interest in any property, state the amount of the secured claim. See Schedule D. If no entity claims to hold a secured interest in the property, write "None" in the column labeled "Amount of Secured Claim." If the debtor is an individual or if a joint petition is filed, state the amount of any exemption claimed in the property only in Schedule C - Property Claimed as Exempt.

Description and Location of Property	Nature of Debtor's Interest in Property	Husband, Wife, Joint, or Community	Current Value of Debtor's Interest in Property, without Deducting any Secured Claim or Exemption	Amount of Secured Claim
--------------------------------------	---	------------------------------------	--	-------------------------

None

In re **Liquidation Outlet, Inc.**

Case No. _____

Debtor

SCHEDULE B - PERSONAL PROPERTY

Except as directed below, list all personal property of the debtor of whatever kind. If the debtor has no property in one or more of the categories, place an "x" in the appropriate position in the column labeled "None." If additional space is needed in any category, attach a separate sheet properly identified with the case name, case number, and the number of the category. If the debtor is married, state whether husband, wife, both, or the marital community own the property by placing an "H," "W," "J," or "C" in the column labeled "Husband, Wife, Joint, or Community." If the debtor is an individual or a joint petition is filed, state the amount of any exemptions claimed only in Schedule C - Property Claimed as Exempt.

Do not list interests in executory contracts and unexpired leases on this schedule. List them in Schedule G - Executory Contracts and Unexpired Leases.

If the property is being held for the debtor by someone else, state that person's name and address under "Description and Location of Property." If the property is being held for a minor child, simply state the child's initials and the name and address of the child's parent or guardian, such as "A.B., a minor child, by John Doe, guardian." Do not disclose the child's name. See, 11 U.S.C. § 112 and Fed. R. Bankr. P. 1007(m).

Type of Property	N O N E	Description and Location of Property	Husband, Wife, Joint, or Community	Current Value of Debtor's Interest in Property, without Deducting any Secured Claim or Exemption
1. Cash on hand	X			
2. Checking, savings or other financial accounts, certificates of deposit, or shares in banks, savings and loan, thrift, building and loan, and homestead associations, or credit unions, brokerage houses, or cooperatives.		Bank of America Checking and Savings	-	2,317.11
		Columbia Bank	-	0.00
		Heritage Bank	-	3,117.05
		Key Bank	-	1,074.83
		Skagit Bank	-	1,928.54
		US Bank	-	0.00
3. Security deposits with public utilities, telephone companies, landlords, and others.	X			
4. Household goods and furnishings, including audio, video, and computer equipment.	X			
5. Books, pictures and other art objects, antiques, stamp, coin, record, tape, compact disc, and other collections or collectibles.	X			
6. Wearing apparel.	X			
7. Furs and jewelry.	X			
8. Firearms and sports, photographic, and other hobby equipment.	X			
9. Interests in insurance policies. Name insurance company of each policy and itemize surrender or refund value of each.	X			

Sub-Total > **8,437.53**
(Total of this page)

3 continuation sheets attached to the Schedule of Personal Property

In re Liquidation Outlet, Inc.,
Debtor

Case No. _____

SCHEDULE B - PERSONAL PROPERTY
(Continuation Sheet)

Type of Property	N O N E	Description and Location of Property	Husband, Wife, Joint, or Community	Current Value of Debtor's Interest in Property, without Deducting any Secured Claim or Exemption
10. Annuities. Itemize and name each issuer.	X			
11. Interests in an education IRA as defined in 26 U.S.C. § 530(b)(1) or under a qualified State tuition plan as defined in 26 U.S.C. § 529(b)(1). Give particulars. (File separately the record(s) of any such interest(s). 11 U.S.C. § 521(c).)	X			
12. Interests in IRA, ERISA, Keogh, or other pension or profit sharing plans. Give particulars.	X			
13. Stock and interests in incorporated and unincorporated businesses. Itemize.	X			
14. Interests in partnerships or joint ventures. Itemize.	X			
15. Government and corporate bonds and other negotiable and nonnegotiable instruments.	X			
16. Accounts receivable.	X			
17. Alimony, maintenance, support, and property settlements to which the debtor is or may be entitled. Give particulars.	X			
18. Other liquidated debts owed to debtor including tax refunds. Give particulars.	X			
19. Equitable or future interests, life estates, and rights or powers exercisable for the benefit of the debtor other than those listed in Schedule A - Real Property.	X			
20. Contingent and noncontingent interests in estate of a decedent, death benefit plan, life insurance policy, or trust.	X			

Sub-Total > **0.00**
(Total of this page)

Sheet 1 of 3 continuation sheets attached
to the Schedule of Personal Property

In re **Liquidation Outlet, Inc.**

Case No. _____

Debtor

SCHEDULE B - PERSONAL PROPERTY

(Continuation Sheet)

Type of Property	N O N E	Description and Location of Property	Husband, Wife, Joint, or Community	Current Value of Debtor's Interest in Property, without Deducting any Secured Claim or Exemption
21. Other contingent and unliquidated claims of every nature, including tax refunds, counterclaims of the debtor, and rights to setoff claims. Give estimated value of each.	X			
22. Patents, copyrights, and other intellectual property. Give particulars.	X			
23. Licenses, franchises, and other general intangibles. Give particulars.	X			
24. Customer lists or other compilations containing personally identifiable information (as defined in 11 U.S.C. § 101(41A)) provided to the debtor by individuals in connection with obtaining a product or service from the debtor primarily for personal, family, or household purposes.	X			
25. Automobiles, trucks, trailers, and other vehicles and accessories.		Vehicles	-	908,141.00
26. Boats, motors, and accessories.	X			
27. Aircraft and accessories.	X			
28. Office equipment, furnishings, and supplies.		Office Equipment and Computers	-	60,000.00
29. Machinery, fixtures, equipment, and supplies used in business.		Equipment: \$220,120 FF&E: \$86,234	-	306,354.00
		Rolling stock	-	235,032.00
		Fork lifts	-	408,300.00
		Golf Equipment	-	10,500.00
		In store equipment (Per Store total: \$23,721) x 37 stores = \$901,398	-	901,398.00
30. Inventory.		Debtor operates 38 stores and one warehouse facility. Retail value of inventory is estimated at \$12.5 million. However, there has not been a recent valuation of the existing inventory.	-	13,100,000.00

Sub-Total > **15,929,725.00**
(Total of this page)

Sheet 2 of 3 continuation sheets attached
to the Schedule of Personal Property

In re **Liquidation Outlet, Inc.**

Case No. _____

Debtor

SCHEDULE B - PERSONAL PROPERTY
(Continuation Sheet)

Type of Property	N O N E	Description and Location of Property	Husband, Wife, Joint, or Community	Current Value of Debtor's Interest in Property, without Deducting any Secured Claim or Exemption
31. Animals.	X			
32. Crops - growing or harvested. Give particulars.	X			
33. Farming equipment and implements.	X			
34. Farm supplies, chemicals, and feed.	X			
35. Other personal property of any kind not already listed. Itemize.		Tenant Improvements. Estimate of value	-	115,087.00

In re **Liquidation Outlet, Inc.**

Case No. _____

Debtor

SCHEDULE D - CREDITORS HOLDING SECURED CLAIMS

State the name, mailing address, including zip code, and last four digits of any account number of all entities holding claims secured by property of the debtor as of the date of filing of the petition. The complete account number of any account the debtor has with the creditor is useful to the trustee and the creditor and may be provided if the debtor chooses to do so. List creditors holding all types of secured interests such as judgment liens, garnishments, statutory liens, mortgages, deeds of trust, and other security interests.

List creditors in alphabetical order to the extent practicable. If a minor child is a creditor, the child's initials and the name and address of the child's parent or guardian, such as "A.B., a minor child, by John Doe, guardian." Do not disclose the child's name. See, 11 U.S.C. §112 and Fed. R. Bankr. P. 1007(m). If all secured creditors will not fit on this page, use the continuation sheet provided.

If any entity other than a spouse in a joint case may be jointly liable on a claim, place an "X" in the column labeled "Codebtor", include the entity on the appropriate schedule of creditors, and complete Schedule H - Codebtors. If a joint petition is filed, state whether the husband, wife, both of them, or the marital community may be liable on each claim by placing an "H", "W", "J", or "C" in the column labeled "Husband, Wife, Joint, or Community".

If the claim is contingent, place an "X" in the column labeled "Contingent". If the claim is unliquidated, place an "X" in the column labeled "Unliquidated". If the claim is disputed, place an "X" in the column labeled "Disputed". (You may need to place an "X" in more than one of these three columns.)

Total the columns labeled "Amount of Claim Without Deducting Value of Collateral" and "Unsecured Portion, if Any" in the boxes labeled "Total(s)" on the last sheet of the completed schedule. Report the total from the column labeled "Amount of Claim" also on the Summary of Schedules and, if the debtor is an individual with primarily consumer debts, report the total from the column labeled "Unsecured Portion" on the Statistical Summary of Certain Liabilities and Related Data.

☐ Check this box if debtor has no creditors holding secured claims to report on this Schedule D.

CREDITOR'S NAME AND MAILING ADDRESS INCLUDING ZIP CODE, AND ACCOUNT NUMBER (See instructions above.)	C O D E B T O R	H U S B A N D W I F E J O I N T C O M M U N I T Y	DATE CLAIM WAS INCURRED, NATURE OF LIEN, AND DESCRIPTION AND VALUE OF PROPERTY SUBJECT TO LIEN	C O N T I N G E N T	U N L I Q U I D A T E D	D I S P U T E D	AMOUNT OF CLAIM WITHOUT DEDUCTING VALUE OF COLLATERAL	UNSECURED PORTION, IF ANY
Account No.			Short Term Note					
Hudson Capital c/o Bush Strout & Kornfeld 601 Union St. STE 5000 Seattle, WA 98101	X	-						
			Value \$ 150,000.00				150,000.00	0.00
Account No.			Line of Credit					
US Bank 1145 Broadway #1100 Tacoma, WA 98402	X	-						
			Value \$ 0.00				900,000.00	0.00
Account No.								
			Value \$					
Account No.								
			Value \$					
Subtotal (Total of this page)							1,050,000.00	0.00
Total (Report on Summary of Schedules)							1,050,000.00	0.00

0 continuation sheets attached

In re **Liquidation Outlet, Inc.**

Case No. _____

Debtor

SCHEDULE E - CREDITORS HOLDING UNSECURED PRIORITY CLAIMS

A complete list of claims entitled to priority, listed separately by type of priority, is to be set forth on the sheets provided. Only holders of unsecured claims entitled to priority should be listed in this schedule. In the boxes provided on the attached sheets, state the name, mailing address, including zip code, and last four digits of the account number, if any, of all entities holding priority claims against the debtor or the property of the debtor, as of the date of the filing of the petition. Use a separate continuation sheet for each type of priority and label each with the type of priority.

The complete account number of any account the debtor has with the creditor is useful to the trustee and the creditor and may be provided if the debtor chooses to do so. If a minor child is a creditor, state the child's initials and the name and address of the child's parent or guardian, such as "A.B., a minor child, by John Doe, guardian." Do not disclose the child's name. See, 11 U.S.C. § 112 and Fed. R. Bankr. P. 1007(m).

If any entity other than a spouse in a joint case may be jointly liable on a claim, place an "X" in the column labeled "Codebtor," include the entity on the appropriate schedule of creditors, and complete Schedule H-Codebtors. If a joint petition is filed, state whether the husband, wife, both of them, or the marital community may be liable on each claim by placing an "H," "W," "J," or "C" in the column labeled "Husband, Wife, Joint, or Community." If the claim is contingent, place an "X" in the column labeled "Contingent." If the claim is unliquidated, place an "X" in the column labeled "Unliquidated." If the claim is disputed, place an "X" in the column labeled "Disputed." (You may need to place an "X" in more than one of these three columns.)

Report the total of claims listed on each sheet in the box labeled "Subtotals" on each sheet. Report the total of all claims listed on this Schedule E in the box labeled "Total" on the last sheet of the completed schedule. Report this total also on the Summary of Schedules.

Report the total of amounts entitled to priority listed on each sheet in the box labeled "Subtotals" on each sheet. Report the total of all amounts entitled to priority listed on this Schedule E in the box labeled "Totals" on the last sheet of the completed schedule. Individual debtors with primarily consumer debts report this total also on the Statistical Summary of Certain Liabilities and Related Data.

Report the total of amounts not entitled to priority listed on each sheet in the box labeled "Subtotals" on each sheet. Report the total of all amounts not entitled to priority listed on this Schedule E in the box labeled "Totals" on the last sheet of the completed schedule. Individual debtors with primarily consumer debts report this total also on the Statistical Summary of Certain Liabilities and Related Data.

☒ Check this box if debtor has no creditors holding unsecured priority claims to report on this Schedule E.

TYPES OF PRIORITY CLAIMS (Check the appropriate box(es) below if claims in that category are listed on the attached sheets)☐ **Domestic support obligations**

Claims for domestic support that are owed to or recoverable by a spouse, former spouse, or child of the debtor, or the parent, legal guardian, or responsible relative of such a child, or a governmental unit to whom such a domestic support claim has been assigned to the extent provided in 11 U.S.C. § 507(a)(1).

☐ **Extensions of credit in an involuntary case**

Claims arising in the ordinary course of the debtor's business or financial affairs after the commencement of the case but before the earlier of the appointment of a trustee or the order for relief. 11 U.S.C. § 507(a)(3).

☐ **Wages, salaries, and commissions**

Wages, salaries, and commissions, including vacation, severance, and sick leave pay owing to employees and commissions owing to qualifying independent sales representatives up to \$10,950* per person earned within 180 days immediately preceding the filing of the original petition, or the cessation of business, whichever occurred first, to the extent provided in 11 U.S.C. § 507(a)(4).

☐ **Contributions to employee benefit plans**

Money owed to employee benefit plans for services rendered within 180 days immediately preceding the filing of the original petition, or the cessation of business, whichever occurred first, to the extent provided in 11 U.S.C. § 507(a)(5).

☐ **Certain farmers and fishermen**

Claims of certain farmers and fishermen, up to \$5,400* per farmer or fisherman, against the debtor, as provided in 11 U.S.C. § 507(a)(6).

☐ **Deposits by individuals**

Claims of individuals up to \$2,425* for deposits for the purchase, lease, or rental of property or services for personal, family, or household use, that were not delivered or provided. 11 U.S.C. § 507(a)(7).

☐ **Taxes and certain other debts owed to governmental units**

Taxes, customs duties, and penalties owing to federal, state, and local governmental units as set forth in 11 U.S.C. § 507(a)(8).

☐ **Commitments to maintain the capital of an insured depository institution**

Claims based on commitments to the FDIC, RTC, Director of the Office of Thrift Supervision, Comptroller of the Currency, or Board of Governors of the Federal Reserve System, or their predecessors or successors, to maintain the capital of an insured depository institution. 11 U.S.C. § 507(a)(9).

☐ **Claims for death or personal injury while debtor was intoxicated**

Claims for death or personal injury resulting from the operation of a motor vehicle or vessel while the debtor was intoxicated from using alcohol, a drug, or another substance. 11 U.S.C. § 507(a)(10).

* Amounts are subject to adjustment on April 1, 2010, and every three years thereafter with respect to cases commenced on or after the date of adjustment.

In re **Liquidation Outlet, Inc.**

Case No. _____

Debtor

SCHEDULE F - CREDITORS HOLDING UNSECURED NONPRIORITY CLAIMS

State the name, mailing address, including zip code, and last four digits of any account number, of all entities holding unsecured claims without priority against the debtor or the property of the debtor, as of the date of filing of the petition. The complete account number of any account the debtor has with the creditor is useful to the trustee and the creditor and may be provided if the debtor chooses to do so. If a minor child is a creditor, state the child's initials and the name and address of the child's parent or guardian, such as "A.B., a minor child, by John Doe, guardian." Do not disclose the child's name. See, 11 U.S.C. §112 and Fed. R. Bankr. P. 1007(m). Do not include claims listed in Schedules D and E. If all creditors will not fit on this page, use the continuation sheet provided.

If any entity other than a spouse in a joint case may be jointly liable on a claim, place an "X" in the column labeled "Codebtor," include the entity on the appropriate schedule of creditors, and complete Schedule H - Codebtors. If a joint petition is filed, state whether the husband, wife, both of them, or the marital community may be liable on each claim by placing an "H," "W," "J," or "C" in the column labeled "Husband, Wife, Joint, or Community."

If the claim is contingent, place an "X" in the column labeled "Contingent." If the claim is unliquidated, place an "X" in the column labeled "Unliquidated." If the claim is disputed, place an "X" in the column labeled "Disputed." (You may need to place an "X" in more than one of these three columns.)

Report the total of all claims listed on this schedule in the box labeled "Total" on the last sheet of the completed schedule. Report this total also on the Summary of Schedules and, if the debtor is an individual with primarily consumer debts, report this total also on the Statistical Summary of Certain Liabilities and Related Data.

☐ Check this box if debtor has no creditors holding unsecured claims to report on this Schedule F.

CREDITOR'S NAME, MAILING ADDRESS INCLUDING ZIP CODE, AND ACCOUNT NUMBER (See instructions above.)	C O D E B T O R	H U S B A N D W I F E J O I N T C O M M U N I T Y	D A T E C L A I M W A S I N C U R R E D A N D C O N S I D E R A T I O N F O R C L A I M. I F C L A I M I S S U B J E C T T O S E T O F F, S O S T A T E.	C O N T I N G E N T	U N L I Q U I D A T E D	D I S P U T E D	A M O U N T O F C L A I M
Account No.			Default Lease				14,568.76
17th & Ray Properties, LLC 3204 E. 17th Ave Spokane, WA 99223		-					
Account No.			Default Lease				53,763.52
ABC Pacific 1549 NE 145th St. Seattle, WA 98155		-					
Account No.			Vendor				4,018.95
Adams & Brooks, Inc. PO Box 7303 Los Angeles, CA 90007-0303		-					
Account No.			Vendor				24,219.00
Alliance Products 2001 N. Cornell Ave. Melrose Park, IL 60160		-					
Subtotal (Total of this page)							96,570.23

37 continuation sheets attached

In re Liquidation Outlet, Inc.

Case No. _____

Debtor

SCHEDULE F - CREDITORS HOLDING UNSECURED NONPRIORITY CLAIMS

(Continuation Sheet)

CREDITOR'S NAME, MAILING ADDRESS INCLUDING ZIP CODE, AND ACCOUNT NUMBER (See instructions above.)	C O D E B O R	Husband, Wife, Joint, or Community	C O N T I N G E N T	U N L I Q U I D A T E D	D I S P U T E D	AMOUNT OF CLAIM
		DATE CLAIM WAS INCURRED AND CONSIDERATION FOR CLAIM. IF CLAIM IS SUBJECT TO SETOFF, SO STATE.				
Account No.		Utility and notice purposes only				Unknown
Allied Waste Services 54 Dawson Street Seattle, WA 98134	-					
Account No.		Vendor				28,281.36
Almar Sales Company 31 West 34th St. 8th Floor New York, NY 10001	-					
Account No.		Vendor				15,253.32
Arcor USA dba Nutrex Corp. 550 Biltmore Way PH 11-A Coral Gables, FL 33134	-					
Account No.		Utility and notice purposes only				Unknown
Avista 1411 E Mission Ave Spokane, WA 99252	-					
Account No.		Vendor				57,972.76
B&G Sales, Inc. 2000 George Street Melrose Park, IL 60160	-					
Sheet no. <u>1</u> of <u>37</u> sheets attached to Schedule of Creditors Holding Unsecured Nonpriority Claims						Subtotal (Total of this page)
						101,507.44

In re Liquidation Outlet, Inc.

Case No. _____

Debtor

SCHEDULE F - CREDITORS HOLDING UNSECURED NONPRIORITY CLAIMS

(Continuation Sheet)

CREDITOR'S NAME, MAILING ADDRESS INCLUDING ZIP CODE, AND ACCOUNT NUMBER (See instructions above.)	C O D E B O R	Husband, Wife, Joint, or Community	C O N T I N G E N T	U N L I Q U I D A T E D	D I S P U T E D	AMOUNT OF CLAIM
		DATE CLAIM WAS INCURRED AND CONSIDERATION FOR CLAIM. IF CLAIM IS SUBJECT TO SETOFF, SO STATE.				
Account No.		Utility and notice purposes only				
Basin Disposal PO Box 3850 Pasco, WA 99302	-					0.00
Account No.		Vendor				
BC Improts 3007 38th Street SE Puyallup, WA 98374	-					4,158.00
Account No.		Vendor				
Bee International 2311 Boswell Road, Suite 5 Chula Vista, CA 91914	-					4,276.80
Account No.		Vendor				
Bendon Publishing Intern'l Inc 1840 Baney Road Ashland, OH 44805	-					16,632.61
Account No.		Default Lease				
Benson Center 10424 240th SE Kent, WA 98031	-					24,000.00
Sheet no. <u>2</u> of <u>37</u> sheets attached to Schedule of Creditors Holding Unsecured Nonpriority Claims						Subtotal (Total of this page)
						49,067.41

In re **Liquidation Outlet, Inc.**

Case No. _____

Debtor

SCHEDULE F - CREDITORS HOLDING UNSECURED NONPRIORITY CLAIMS

(Continuation Sheet)

CREDITOR'S NAME, MAILING ADDRESS INCLUDING ZIP CODE, AND ACCOUNT NUMBER (See instructions above.)	C O D E B O R	Husband, Wife, Joint, or Community	C O N T I N G E N T	U N L I Q U I D A T E D	D I S P U T E D	AMOUNT OF CLAIM
		DATE CLAIM WAS INCURRED AND CONSIDERATION FOR CLAIM. IF CLAIM IS SUBJECT TO SETOFF, SO STATE.				
Account No.		Vendor				
Betty, Inc. 1801 Swanson Street Philadelphia, PA 19148	-					52,673.20
Account No.		Vendor				
Bickel's Snack Foods PO Box 644075 Pittsburgh, PA 15264-4075	-					7,518.16
Account No.		Vendor				
Blue Cross Laboratories 20950 Centre Pointe Pkwy Santa Clarita, CA 91350	-					47,856.84
Account No.		Vendor				
Bumble Bee Foods, LLC PO Box 90335 Chicago, IL 60695-0335	-					4,423.68
Account No.		Vendor				
Cadbury Adams USA LLC PO Box 849955 Dallas, TX 75284-9955	-					7,410.00
Sheet no. 3 of 37 sheets attached to Schedule of Creditors Holding Unsecured Nonpriority Claims						Subtotal (Total of this page)
						119,881.88

In re Liquidation Outlet, Inc.,
Debtor

Case No. _____

SCHEDULE F - CREDITORS HOLDING UNSECURED NONPRIORITY CLAIMS
(Continuation Sheet)

CREDITOR'S NAME, MAILING ADDRESS INCLUDING ZIP CODE, AND ACCOUNT NUMBER (See instructions above.)	C O D E B O R	Husband, Wife, Joint, or Community	C O N T I N G E N T	U N L I Q U I D A T E D	D I S P U T E D	AMOUNT OF CLAIM
		H W J C				
Account No. Carrington Co. 2010 Yakima Valley HWY Sunnyside, WA 98944	-	Lease				Unknown
Account No. Cascade Natural Gas	-	Utilities and notice purposes only				Unknown
Account No. Cascade Natural Gas PO Box 34344 Seattle, WA 98124	-	Utility and notice purposes only				Unknown
Account No. CG Roxane 1210 So. Highway 395 PO Box Drawer A Olancho, CA 93549	-	Vendor				Unknown
Account No. Champion Packaging & Distributing, Inc. PO Box 97253 Chicago, IL 60690	-	Vendor				Unknown
Sheet no. <u>4</u> of <u>37</u> sheets attached to Schedule of Creditors Holding Unsecured Nonpriority Claims						Subtotal (Total of this page)
						0.00

In re Liquidation Outlet, Inc.

Case No. _____

Debtor

SCHEDULE F - CREDITORS HOLDING UNSECURED NONPRIORITY CLAIMS

(Continuation Sheet)

CREDITOR'S NAME, MAILING ADDRESS INCLUDING ZIP CODE, AND ACCOUNT NUMBER (See instructions above.)	C O D E B O R	Husband, Wife, Joint, or Community	C O N T I N G E N T	U N L I Q U I D A T E D	D I S P U T E D	AMOUNT OF CLAIM
		DATE CLAIM WAS INCURRED AND CONSIDERATION FOR CLAIM. IF CLAIM IS SUBJECT TO SETOFF, SO STATE.				
Account No.		Vendor				
Charlie's Produce PO Box 24606 Seattle, WA 98124	-					315,000.00
Account No.		Vendor				
Chelsea Milling Co. PO Box 460 Chelsea, MI 48118-0460	-					4,629.40
Account No.		Utility and notice purposes only				
City of Aberdeen 200 E Market St Aberdeen, WA 98520	-					Unknown
Account No.		Utility and notice purposes only				
City of Albany PO Box 945 Albany, OR 97321	-					Unknown
Account No.		Utility and notice purposes only				
City of Bremerton 100 Oyster Bay Ave N. Bremerton, WA 98312	-					Unknown
Sheet no. <u>5</u> of <u>37</u> sheets attached to Schedule of Creditors Holding Unsecured Nonpriority Claims						Subtotal (Total of this page)
						319,629.40

In re Liquidation Outlet, Inc.,
Debtor

Case No. _____

SCHEDULE F - CREDITORS HOLDING UNSECURED NONPRIORITY CLAIMS
(Continuation Sheet)

CREDITOR'S NAME, MAILING ADDRESS INCLUDING ZIP CODE, AND ACCOUNT NUMBER (See instructions above.)	C O D E B O R	Husband, Wife, Joint, or Community	C O N T I N G E N T	U N L I Q U I D A T E D	D I S P U T E D	AMOUNT OF CLAIM
		DATE CLAIM WAS INCURRED AND CONSIDERATION FOR CLAIM. IF CLAIM IS SUBJECT TO SETOFF, SO STATE.				
Account No.		Utilities and notice purposes only				Unknown
City of Centralia #07-010590-00 P.O. Box 1259 Centralia, WA 98531	-					
Account No.		Utility and notice purposes only				Unknown
City of Kent 220 4th Avenue So. Kent, WA 98032	-					
Account No.		Utility and notice purposes only				Unknown
City of Marysville 1049 State Ave Marysville, WA 98271	-					
Account No.		Utility and notice purposes only				Unknown
City of Milton PO Box 6 Milton Freewater, OR 97862	-					
Account No.		Utility and notice purposes only				Unknown
City of Newberg PO box 970 Newberg, OR 97132	-					
Sheet no. <u>6</u> of <u>37</u> sheets attached to Schedule of Creditors Holding Unsecured Nonpriority Claims						Subtotal (Total of this page)
						0.00

In re Liquidation Outlet, Inc.,
Debtor

Case No. _____

SCHEDULE F - CREDITORS HOLDING UNSECURED NONPRIORITY CLAIMS
(Continuation Sheet)

CREDITOR'S NAME, MAILING ADDRESS INCLUDING ZIP CODE, AND ACCOUNT NUMBER (See instructions above.)	C O D E B O R	Husband, Wife, Joint, or Community	C O N T I N G E N T	U N L I Q U I D A T E D	D I S P U T E D	AMOUNT OF CLAIM
		DATE CLAIM WAS INCURRED AND CONSIDERATION FOR CLAIM. IF CLAIM IS SUBJECT TO SETOFF, SO STATE.				
Account No.		Utility and notice purposes only				Unknown
City of Olympia PO Box 1967 Olympia, WA 98507	-					
Account No.		Utility and notice purposes only				Unknown
City of Pasco 525 N. 3rd Ave Pasco, WA 99301	-					
Account No.		Utility and notice purposes only				Unknown
City of Port Angeles 321 E Fift St. Port Angeles, WA 98362	-					
Account No.		Utility and notice purposes only				Unknown
City of Puyallup 333 S. Meridian Puyallup, WA 98371	-					
Account No.		Utility and notice purposes only				Unknown
City of Renton City Hall 1055 S. Grady Way Renton, WA 98055	-					
Sheet no. <u>7</u> of <u>37</u> sheets attached to Schedule of Creditors Holding Unsecured Nonpriority Claims						Subtotal (Total of this page)
						0.00

In re Liquidation Outlet, Inc.,
Debtor

Case No. _____

SCHEDULE F - CREDITORS HOLDING UNSECURED NONPRIORITY CLAIMS
(Continuation Sheet)

CREDITOR'S NAME, MAILING ADDRESS INCLUDING ZIP CODE, AND ACCOUNT NUMBER (See instructions above.)	C O D E B O R	Husband, Wife, Joint, or Community	C O N T I N G E N T	U N L I Q U I D A T E D	D I S P U T E D	AMOUNT OF CLAIM
		DATE CLAIM WAS INCURRED AND CONSIDERATION FOR CLAIM. IF CLAIM IS SUBJECT TO SETOFF, SO STATE.				
Account No.		Utility and notice purposes only				Unknown
City of Richland 505 Swift Blvd Richland, WA 99352	-					
Account No.		Utility and notice purposes only				Unknown
City of Seattle P.O. Box 94729 Seattle, WA 98124-4729	-					
Account No.		Utility and notice purposes only				Unknown
City of Spokane 808 W. Spokane Falls Blvd Spokane, WA 99256	-					
Account No.		Utilities and notice purposes only				Unknown
City of Tacoma P.O. Box 11010 Tacoma, WA 98411	-					
Account No.		Utility and notice purposes only				0.00
City of Tumwater 555 Israel Rd SW Olympia, WA 98501	-					
Sheet no. <u>8</u> of <u>37</u> sheets attached to Schedule of Creditors Holding Unsecured Nonpriority Claims						Subtotal (Total of this page)
						0.00

In re Liquidation Outlet, Inc.

Case No. _____

Debtor

SCHEDULE F - CREDITORS HOLDING UNSECURED NONPRIORITY CLAIMS

(Continuation Sheet)

CREDITOR'S NAME, MAILING ADDRESS INCLUDING ZIP CODE, AND ACCOUNT NUMBER (See instructions above.)	C O D E B O R	Husband, Wife, Joint, or Community	C O N T I N G E N T	U N L I Q U I D A T E D	D I S P U T E D	AMOUNT OF CLAIM
		DATE CLAIM WAS INCURRED AND CONSIDERATION FOR CLAIM. IF CLAIM IS SUBJECT TO SETOFF, SO STATE.				
Account No.		Utility and notice purposes only				Unknown
Clean Scapes PO Box 34260 Seattle, WA 98124	-					
Account No.		Vendors				23,183.76
Coca Cola 1000 West Temple Street Los Angeles, CA 90074	-					
Account No.		Vendors				3,642.85
Coca Cola Automat PO Box 2905 Pasco, WA 99302	-					
Account No. x3158		Vendor				29,212.36
Coca Cola Enterprises PO Box 90074	-					
Account No.		Vendor				11,088.00
Comfort Foods, Inc. 9900 Montgomery Blvd. NE Albuquerque, NM 87111	-					
Sheet no. <u>9</u> of <u>37</u> sheets attached to Schedule of Creditors Holding Unsecured Nonpriority Claims						Subtotal (Total of this page) 67,126.97

In re **Liquidation Outlet, Inc.**

Case No. _____

Debtor

SCHEDULE F - CREDITORS HOLDING UNSECURED NONPRIORITY CLAIMS

(Continuation Sheet)

CREDITOR'S NAME, MAILING ADDRESS INCLUDING ZIP CODE, AND ACCOUNT NUMBER (See instructions above.)	C O D E B O R	H U S B A N D, W I F E, J O I N T, O R C O M M U N I T Y	D A T E C L A I M W A S I N C U R R E D A N D C O N S I D E R A T I O N F O R C L A I M. I F C L A I M I S S U B J E C T T O S E T O F F, S O S T A T E.	C O N T I N G E N T	U N L I Q U I D A T E D	D I S P U T E D	A M O U N T O F C L A I M
Account No.		Vendor					
Conklin Fashions, Inc. PO Box 2231 Sidney, NY 13838	-						11,250.00
Account No.		Utility and notice purposes only					
Consildated Disposal 2370 Basin St. SW Ephrata, WA 98823	-						Unknown
Account No.		Vendor					
Corporacion Imresora SA De CV PO Box 54090 Estdo De Mexico	-						25,384.69
Account No.		Vendor					
Cove Partners LLC PO Box 2422 565 Main Street Lebanon, OR 97355	-						Unknown
Account No.		Lease					
CRH Capitol Properties 1415 E. 72nd St. #E Tacoma, WA 98404	-						Unknown
Sheet no. 10 of 37 sheets attached to Schedule of Creditors Holding Unsecured Nonpriority Claims							Subtotal (Total of this page)
							36,634.69

In re Liquidation Outlet, Inc.

Case No. _____

Debtor

SCHEDULE F - CREDITORS HOLDING UNSECURED NONPRIORITY CLAIMS

(Continuation Sheet)

CREDITOR'S NAME, MAILING ADDRESS INCLUDING ZIP CODE, AND ACCOUNT NUMBER (See instructions above.)	C O D E B O R	Husband, Wife, Joint, or Community	C O N T I N G E N T	U N L I Q U I D A T E D	D I S P U T E D	AMOUNT OF CLAIM
		DATE CLAIM WAS INCURRED AND CONSIDERATION FOR CLAIM. IF CLAIM IS SUBJECT TO SETOFF, SO STATE.				
Account No.		Default Lease				
CSK Auto 1305 Jadwin Richland, WA 99354	-					19,230.87
Account No.		Vendor				
Custom Solutions, Inc. 4142 NE Port Drive Lees Summit, MO 64064	-					14,534.56
Account No.		Vendor				
Cyberkids International Inc. 4301-B Brunswick Ave. South Plainfield, NJ 07080	-					15,748.00
Account No.		Utility and notice purposes only				
D&C Wong 6311 Seward Parks Seattle, WA 98118	-					Unknown
Account No.		Default Lease				
D&C Wong 6311 Seward Parks Seattle, WA 98118	-					15,484.68
Sheet no. <u>11</u> of <u>37</u> sheets attached to Schedule of Creditors Holding Unsecured Nonpriority Claims						Subtotal (Total of this page)
						64,998.11

In re Liquidation Outlet, Inc.

Case No. _____

Debtor

SCHEDULE F - CREDITORS HOLDING UNSECURED NONPRIORITY CLAIMS

(Continuation Sheet)

CREDITOR'S NAME, MAILING ADDRESS INCLUDING ZIP CODE, AND ACCOUNT NUMBER (See instructions above.)	C O D E B O R	Husband, Wife, Joint, or Community	C O N T I N G E N T	U N L I Q U I D A T E D	D I S P U T E D	AMOUNT OF CLAIM
		DATE CLAIM WAS INCURRED AND CONSIDERATION FOR CLAIM. IF CLAIM IS SUBJECT TO SETOFF, SO STATE.				
Account No.		Vendor				
Daddy Ray's PO Box 186 Moscow Mills, MO 63362	-					10,000.00
Account No.		Vendor				
Deals 4 Less LLC 230-5th Ave, Suite 612 New York, NY 10001	-					14,667.92
Account No.		Vendor				
Design Imports PO Box 58410 Seattle, WA 98138	-					7,378.94
Account No.		Utilities and notice purposes only				
Development Services of Amer. 4025 Delridge Way SW Suite 100 Seattle, WA 98101	-					Unknown
Account No.		Vendor				
DLL	-					7,378.94
Sheet no. <u>12</u> of <u>37</u> sheets attached to Schedule of Creditors Holding Unsecured Nonpriority Claims						Subtotal (Total of this page)
						39,425.80

In re Liquidation Outlet, Inc.

Case No. _____

Debtor

SCHEDULE F - CREDITORS HOLDING UNSECURED NONPRIORITY CLAIMS

(Continuation Sheet)

CREDITOR'S NAME, MAILING ADDRESS INCLUDING ZIP CODE, AND ACCOUNT NUMBER (See instructions above.)	C O D E B O R	Husband, Wife, Joint, or Community	C O N T I N G E N T	U N L I Q U I D A T E D	D I S P U T E D	AMOUNT OF CLAIM
		DATE CLAIM WAS INCURRED AND CONSIDERATION FOR CLAIM. IF CLAIM IS SUBJECT TO SETOFF, SO STATE.				
Account No.		Vendor				
DM Merchandising, INC 835 N. Church Court Elmhurst, IL 60126	-					15,453.40
Account No.		Vendor				
Dodo Graphics Inc 32 Veterans Lane #4 PO Box 585 Plattsburgh, NY 12901	-					5,670.00
Account No.		Vendor				
Dollar Empire LLC 4423 E. Bandini Blvd Los Angeles, CA 90023	-					14,534.88
Account No.		Vendor				
Don M. Dellet 3236 Stevely Ave. Long Beach, CA 90808	-					Unknown
Account No.		Utility and notice purposes only				
Douglas Co. PUD 1151 Valley Mall Parkway East Wenatchee, WA 98802	-					Unknown
Sheet no. <u>13</u> of <u>37</u> sheets attached to Schedule of Creditors Holding Unsecured Nonpriority Claims						Subtotal (Total of this page)
						35,658.28

In re **Liquidation Outlet, Inc.**

Case No. _____

Debtor

SCHEDULE F - CREDITORS HOLDING UNSECURED NONPRIORITY CLAIMS

(Continuation Sheet)

CREDITOR'S NAME, MAILING ADDRESS INCLUDING ZIP CODE, AND ACCOUNT NUMBER (See instructions above.)	C O D E B O R	Husband, Wife, Joint, or Community	C O N T I N G E N T	U N L I Q U I D A T E D	D I S P U T E D	AMOUNT OF CLAIM
		DATE CLAIM WAS INCURRED AND CONSIDERATION FOR CLAIM. IF CLAIM IS SUBJECT TO SETOFF, SO STATE.				
Account No.		Vendor				
Dournak Inc. 2201 Touhy Avenue Elk Grove Village, IL 60007-5327	-					6,566.40
Account No.		Vendor				
Dreyers 555 12th Street #300 Oakland, CA 94607	-					22,000.00
Account No.		Default Lease				
DS of A 2521 6th Street Bremerton, WA 98312	-					8,402.02
Account No.		Vendor				
Dynamic Manufacturing & Distribution INC 78 Lafayette Ave, Suite 201 Suffern, NY 10901	-					7,361.28
Account No.		Vendor				
EH Greetings 2060 International Blvd. Port Huron, MI 48060	-					112,692.30
Sheet no. <u>14</u> of <u>37</u> sheets attached to Schedule of Creditors Holding Unsecured Nonpriority Claims						Subtotal (Total of this page)
						157,022.00

In re Liquidation Outlet, Inc.

Case No. _____

Debtor

SCHEDULE F - CREDITORS HOLDING UNSECURED NONPRIORITY CLAIMS

(Continuation Sheet)

CREDITOR'S NAME, MAILING ADDRESS INCLUDING ZIP CODE, AND ACCOUNT NUMBER (See instructions above.)	C O D E B O R	Husband, Wife, Joint, or Community	C O N T I N G E N T	U N L I Q U I D A T E D	D I S P U T E D	AMOUNT OF CLAIM
		DATE CLAIM WAS INCURRED AND CONSIDERATION FOR CLAIM. IF CLAIM IS SUBJECT TO SETOFF, SO STATE.				
Account No.		Vendor				Unknown
Elite Brands USA, INC 61 East Industry Ct. Deer Park, NY 11729	-					
Account No.		Utility and notice purposes only				Unknown
Eugene Water 500 East 4th Eugene, OR 97440	-					
Account No.		Vendor				10,725.12
Evans Food West Inc. 1191 Paysphere Circle Chicago, IL 60674	-					
Account No.		Vendor				10,876.00
Flava Puff 2000 NW-150th Ave, Suite 2120 Pembroke Pines, FL 33028	-					
Account No.		Utility and notice purposes only				Unknown
Franklin County PUD 1411 West Clark Pasco, WA 99301	-					
Sheet no. <u>15</u> of <u>37</u> sheets attached to Schedule of Creditors Holding Unsecured Nonpriority Claims						Subtotal (Total of this page)
						21,601.12

In re **Liquidation Outlet, Inc.**

Case No. _____

Debtor

SCHEDULE F - CREDITORS HOLDING UNSECURED NONPRIORITY CLAIMS

(Continuation Sheet)

CREDITOR'S NAME, MAILING ADDRESS INCLUDING ZIP CODE, AND ACCOUNT NUMBER (See instructions above.)	C O D E B O R	H U S B A N D, W I F E, J O I N T, O R C O M M U N I T Y	DATE CLAIM WAS INCURRED AND CONSIDERATION FOR CLAIM. IF CLAIM IS SUBJECT TO SETOFF, SO STATE.	C O N T I N G E N T	U N L I Q U I D A T E D	D I S P U T E D	AMOUNT OF CLAIM
Account No.		-	Unpaid rent warehouse				2,060,800.00
GA Development 1025 Valley Avenue NW Puyallup, WA 98371							
Account No.		-	Shareholder Loan				500,000.00
GA Development 1025 Valley Ave NW Puyallup, WA 98371							
Account No.		-	Default Lease				637,500.00
Gary Woodring 210 N. 5th Ave Yakima, WA 98901							
Account No.		-	Shareholder Loan				602,636.00
Gary Woodring 1025 Valley Avenue NW Puyallup, WA 98371							
Account No.		-	Vendor				30,709.60
GDB International Inc. 8 Taylor Road Edison, NJ 08817							
Subtotal (Total of this page)							3,831,645.60

Sheet no. 16 of 37 sheets attached to Schedule of Creditors Holding Unsecured Nonpriority Claims

In re Liquidation Outlet, Inc.

Case No. _____

Debtor

SCHEDULE F - CREDITORS HOLDING UNSECURED NONPRIORITY CLAIMS

(Continuation Sheet)

CREDITOR'S NAME, MAILING ADDRESS INCLUDING ZIP CODE, AND ACCOUNT NUMBER (See instructions above.)	C O D E B O R	Husband, Wife, Joint, or Community	C O N T I N G E N T	U N L I Q U I D A T E D	D I S P U T E D	AMOUNT OF CLAIM
		DATE CLAIM WAS INCURRED AND CONSIDERATION FOR CLAIM. IF CLAIM IS SUBJECT TO SETOFF, SO STATE.				
Account No.		Vendor				
Gel Spice Co. LLC PO Box 285 Bayonne, NJ 07002	-					6,750.40
Account No.		Utility and notice purposes only				
Grant County PUD PO Box 878 Ephrata, WA 98823	-					Unknown
Account No.		Utility and notice purposes only				
Grays Harbor PUD 2720 Sumner Ave PO Box 510 Aberdeen, WA 98520	-					Unknown
Account No.		Vendor				
Great Discounters 830 Fairway Drive Bensenville, IL 60106	-					7,500.00
Account No.		Default Lease				
Herring & Associates, Inc. 620 Grant Road #C East Wenatchee, WA 98802	-					1,184.11
Sheet no. <u>17</u> of <u>37</u> sheets attached to Schedule of Creditors Holding Unsecured Nonpriority Claims						Subtotal (Total of this page)
						15,434.51

In re **Liquidation Outlet, Inc.**

Case No. _____

Debtor

SCHEDULE F - CREDITORS HOLDING UNSECURED NONPRIORITY CLAIMS

(Continuation Sheet)

CREDITOR'S NAME, MAILING ADDRESS INCLUDING ZIP CODE, AND ACCOUNT NUMBER (See instructions above.)	C O D E B O R	Husband, Wife, Joint, or Community	C O N T I N G E N T	U N L I Q U I D A T E D	D I S P U T E D	AMOUNT OF CLAIM
		DATE CLAIM WAS INCURRED AND CONSIDERATION FOR CLAIM. IF CLAIM IS SUBJECT TO SETOFF, SO STATE.				
Account No.		Utility and notice purposes only				Unknown
Hospitality House PO Box 2542 Wenatchee, WA 98807	-					
Account No.		Utility and notice purposes only				Unknown
Hub City Recycling 200 E. Third St. Centralia, WA 98531	-					
Account No.		Vendor				322,080.00
Hulco Sales Corp. PO Box 150 Terre Haute, IN 47808	-					
Account No.		Vendor				41,312.28
Imperial Plastics PO Box 3395 Calexico, CA 92232	-					
Account No.		Vendor				Unknown
Inderbitzen Distributors Inc. 901 Valley Ave NW Puyallup, WA 98371	-					
Sheet no. <u>18</u> of <u>37</u> sheets attached to Schedule of Creditors Holding Unsecured Nonpriority Claims						Subtotal (Total of this page)
						363,392.28

In re **Liquidation Outlet, Inc.**

Case No. _____

Debtor

SCHEDULE F - CREDITORS HOLDING UNSECURED NONPRIORITY CLAIMS

(Continuation Sheet)

CREDITOR'S NAME, MAILING ADDRESS INCLUDING ZIP CODE, AND ACCOUNT NUMBER (See instructions above.)	C O D E B O R	Husband, Wife, Joint, or Community	C O N T I N G E N T	U N L I Q U I D A T E D	D I S P U T E D	AMOUNT OF CLAIM
		H W J C				
Account No.						
Inland US Managment 5919 Lakewood Towne Center Lakewood, WA 98499		-	Default lease			95,718.73
Account No.						
K Mart 2306 E Nob Hill Road Yakima, WA 98901		-	Lease			Unknown
Account No.						
Kidsmania Inc. 12332 Bell Ranch Drive Santa Fe Springs, CA 90670		-	Vendor			22,601.28
Account No.						
Kole Imports 24600 S. Main Street Carson, CA 90745		-	Vendor			61,806.39
Account No.						
L&E Bottling Co., Inc. OI /bix 3836 South El Monte, CA 91733		-	Vendor			4,722.60
Sheet no. <u>19</u> of <u>37</u> sheets attached to Schedule of Creditors Holding Unsecured Nonpriority Claims						
Subtotal (Total of this page)						184,849.00

In re Liquidation Outlet, Inc.

Case No. _____

Debtor

SCHEDULE F - CREDITORS HOLDING UNSECURED NONPRIORITY CLAIMS

(Continuation Sheet)

CREDITOR'S NAME, MAILING ADDRESS INCLUDING ZIP CODE, AND ACCOUNT NUMBER (See instructions above.)	C O D E B O R	Husband, Wife, Joint, or Community	C O N T I N G E N T	U N L I Q U I D A T E D	D I S P U T E D	AMOUNT OF CLAIM
		DATE CLAIM WAS INCURRED AND CONSIDERATION FOR CLAIM. IF CLAIM IS SUBJECT TO SETOFF, SO STATE.				
Account No.		Utility and notice purposes only				Unknown
Lakehaven Utility 31627 First Ave So. Federal Way, WA 98003	-					
Account No.		Utilities and notice purposes only				Unknown
Lakewood Water District PO Box 11010 Lakewood, WA 98411	-					
Account No.		Lease				Unknown
Lee Ingram & Lorenz 515 Harrison Ave Centralia, WA 98531	-					
Account No.		Vendor				17,618.40
Lee Pharmaceuticals PO Box 3836 South El Monte, CA 91733	-					
Account No.		Utilities and notice purposes only				Unknown
LeMay 13502 Pacific Ave Tacoma, WA 98444	-					
Sheet no. <u>20</u> of <u>37</u> sheets attached to Schedule of Creditors Holding Unsecured Nonpriority Claims						Subtotal (Total of this page)
						17,618.40

In re Liquidation Outlet, Inc.

Case No. _____

Debtor

SCHEDULE F - CREDITORS HOLDING UNSECURED NONPRIORITY CLAIMS

(Continuation Sheet)

CREDITOR'S NAME, MAILING ADDRESS INCLUDING ZIP CODE, AND ACCOUNT NUMBER (See instructions above.)	C O D E B O R	Husband, Wife, Joint, or Community	C O N T I N G E N T	U N L I Q U I D A T E D	D I S P U T E D	AMOUNT OF CLAIM
		DATE CLAIM WAS INCURRED AND CONSIDERATION FOR CLAIM. IF CLAIM IS SUBJECT TO SETOFF, SO STATE.				
Account No.		Utility and notice purposes only				Unknown
LeMay 4201 Olympic Hwy East Aberdeen, WA 98520	-					
Account No.		Vendor				Unknown
Liberty Distributing 909 Valley Ave NW Puyallup, WA 98371	-					
Account No.		Vendor				5,616.00
Liberty Orchards PO Box C Cashmere, WA 98815	-					
Account No.		Lease				Unknown
Madden & Teel 10014 15th Ave SW Seattle, WA 98146	-					
Account No.		Default Lease				21,249.00
Magnuson Properties 15303 E. Sprague Ave Veradale, WA 99037	-					
Sheet no. <u>21</u> of <u>37</u> sheets attached to Schedule of Creditors Holding Unsecured Nonpriority Claims						Subtotal (Total of this page)
						26,865.00

In re **Liquidation Outlet, Inc.**

Case No. _____

Debtor

SCHEDULE F - CREDITORS HOLDING UNSECURED NONPRIORITY CLAIMS

(Continuation Sheet)

CREDITOR'S NAME, MAILING ADDRESS INCLUDING ZIP CODE, AND ACCOUNT NUMBER (See instructions above.)	C O D E B O R	H U S B A N D, W I F E, J O I N T, O R C O M M U N I T Y	C O N T I N G E N T	U N L I Q U I D A T E D	D I S P U T E D	AMOUNT OF CLAIM
		DATE CLAIM WAS INCURRED AND CONSIDERATION FOR CLAIM. IF CLAIM IS SUBJECT TO SETOFF, SO STATE.				
Account No.		Vendor				
Marietta Biscuit Co. Inc. 1301 La Velle Road Portales, NM 88130	-					31,363.20
Account No.		Vendor				
MD Distributors Inc. 3 Taylor road Edison, NJ 08817	-					7,488.00
Account No.		Vendor				
Michael Friend Assoc. 7302 Bowlyn Plance S Seattle, WA 98118	-					7,846.20
Account No.		Vendor				
ML Weiner & Assoc. 43-585 Monteeey Ave, Ste. 1 Palm Desert, CA 92260	-					33,246.71
Account No.		Vendor				
Morris National Inc. PO Box 60707 Los Angeles, CA 90060	-					6,609.90
Sheet no. 22 of 37 sheets attached to Schedule of Creditors Holding Unsecured Nonpriority Claims						Subtotal (Total of this page)
						86,554.01

In re Liquidation Outlet, Inc.

Case No. _____

Debtor

SCHEDULE F - CREDITORS HOLDING UNSECURED NONPRIORITY CLAIMS

(Continuation Sheet)

CREDITOR'S NAME, MAILING ADDRESS INCLUDING ZIP CODE, AND ACCOUNT NUMBER (See instructions above.)	C O D E B O R	Husband, Wife, Joint, or Community	C O N T I N G E N T	U N L I Q U I D A T E D	D I S P U T E D	AMOUNT OF CLAIM
		DATE CLAIM WAS INCURRED AND CONSIDERATION FOR CLAIM. IF CLAIM IS SUBJECT TO SETOFF, SO STATE.				
Account No.		Utilities and notice purposes only				Unknown
Murrey's Disposal PO Box 399 Puyallup, WA 98371	-					
Account No.		Default Lease				8,551.88
Nancy Ketcham 315 Basin Street SW Ephrata, WA 98823	-					
Account No.		Vendor				3,049.20
New Era Brands, LLC 910 Skokle Blvd. Suite 107 Northbrook, IL 60062	-					
Account No.		Vendor				4,611.75
New Frontier Marketing 1240 E 55th Street Cleveland, OH 44103	-					
Account No.		Utility and notice purposes only				Unknown
Newberg Garage PO Box 1000 Newberg, OR 97132	-					
Sheet no. <u>23</u> of <u>37</u> sheets attached to Schedule of Creditors Holding Unsecured Nonpriority Claims						Subtotal (Total of this page)
						16,212.83

In re Liquidation Outlet, Inc.,
Debtor

Case No. _____

SCHEDULE F - CREDITORS HOLDING UNSECURED NONPRIORITY CLAIMS
(Continuation Sheet)

CREDITOR'S NAME, MAILING ADDRESS INCLUDING ZIP CODE, AND ACCOUNT NUMBER (See instructions above.)	C O D E B O R	Husband, Wife, Joint, or Community	C O N T I N G E N T	U N L I Q U I D A T E D	D I S P U T E D	AMOUNT OF CLAIM
		DATE CLAIM WAS INCURRED AND CONSIDERATION FOR CLAIM. IF CLAIM IS SUBJECT TO SETOFF, SO STATE.				
Account No.		Vendor				
Noel Corporation PO Box 2531 Pasco, WA 99302	-					2,909.36
Account No.		Vendor				
Noel Corporation PO Box 2531 Pasco, WA 99302	-					1,485.03
Account No.		Vendor				
Novate International PO Box 34936 Dept 1073 Seattle, WA 98124	-					28,968.08
Account No.		Utility and notice purposes only				
NW Natural PO Box 6017 Portland, OR 97228	-					Unknown
Account No.		Default Lease				
Olympic Gateway 1111 E. Wiskah Street Aberdeen, WA 98520	-					33,671.80
Sheet no. <u>24</u> of <u>37</u> sheets attached to Schedule of Creditors Holding Unsecured Nonpriority Claims						Subtotal (Total of this page)
						67,034.27

In re Liquidation Outlet, Inc.

Case No. _____

Debtor

SCHEDULE F - CREDITORS HOLDING UNSECURED NONPRIORITY CLAIMS

(Continuation Sheet)

CREDITOR'S NAME, MAILING ADDRESS INCLUDING ZIP CODE, AND ACCOUNT NUMBER (See instructions above.)	C O D E B O R	Husband, Wife, Joint, or Community	C O N T I N G E N T	U N L I Q U I D A T E D	D I S P U T E D	AMOUNT OF CLAIM
		DATE CLAIM WAS INCURRED AND CONSIDERATION FOR CLAIM. IF CLAIM IS SUBJECT TO SETOFF, SO STATE.				
Account No.		Vendor				
Oren's Replay Co. 7758 Maie Ave Los Angeles, CA 90001	-					5,520.00
Account No.		Utility and notice purposes only				
Pacific Asset Advisors PO Box 34960 Seattle, WA 98124	-					Unknown
Account No.		Vendor				
Pacific Enterprises PO Box 8899 Stockton, CA 95208	-					18,123.60
Account No.		Utility and notice purposes only				
Pacific Power 1033 NE 6th Ave Portland, OR 97256	-					Unknown
Account No.		Default Lease				
Pacific Trust Realty 175 S. Main Milton Freewater, OR 97862	-					7,332.00
Sheet no. <u>25</u> of <u>37</u> sheets attached to Schedule of Creditors Holding Unsecured Nonpriority Claims						Subtotal (Total of this page)
						30,975.60

In re Liquidation Outlet, Inc.

Case No. _____

Debtor

SCHEDULE F - CREDITORS HOLDING UNSECURED NONPRIORITY CLAIMS

(Continuation Sheet)

CREDITOR'S NAME, MAILING ADDRESS INCLUDING ZIP CODE, AND ACCOUNT NUMBER (See instructions above.)	C O D E B O R	Husband, Wife, Joint, or Community	C O N T I N G E N T	U N L I Q U I D A T E D	D I S P U T E D	AMOUNT OF CLAIM
		DATE CLAIM WAS INCURRED AND CONSIDERATION FOR CLAIM. IF CLAIM IS SUBJECT TO SETOFF, SO STATE.				
Account No.		Vendors				
Page's Seeds 1A Green Street PO Box 158 Greene, NY 13778	-					7,810.66
Account No.		Vendors				
Personal Care Products Inc 32500 Telegraph Suite #202 Bingham Farms, MI 48025	-					28,312.40
Account No.		Utilities and notice purposes only				
Pierce County Sewer PO Box 11620 Tacoma, WA 98411	-					Unknown
Account No.		Default Lease				
PK II Sunset Square 1125 E. Sunset Drive #115-120 Bellingham, WA 98226	-					34,011.96
Account No.		Vendors				
Poly Bag LLC 4301 So. Tacoma Way Tacoma, WA 98409	-					34,310.71
Sheet no. <u>26</u> of <u>37</u> sheets attached to Schedule of Creditors Holding Unsecured Nonpriority Claims						Subtotal (Total of this page)
						104,445.73

In re Liquidation Outlet, Inc.,
Debtor

Case No. _____

SCHEDULE F - CREDITORS HOLDING UNSECURED NONPRIORITY CLAIMS
(Continuation Sheet)

CREDITOR'S NAME, MAILING ADDRESS INCLUDING ZIP CODE, AND ACCOUNT NUMBER (See instructions above.)	C O D E B O R	H U S B A N D, W I F E, J O I N T, O R C O M M U N I T Y	DATE CLAIM WAS INCURRED AND CONSIDERATION FOR CLAIM. IF CLAIM IS SUBJECT TO SETOFF, SO STATE.	C O N T I N G E N T	U N L I Q U I D A T E D	D I S P U T E D	AMOUNT OF CLAIM	
Account No.		-	Utility and notice purposes only				Unknown	
Portland General Electric PO Box 4438 Portland, OR 97208								
Account No.		-	Default Lease				26,503.30	
Prarie Center LLC 4810 E. Yelm HWY SE Lacey, WA 98503								
Account No.		-	Utilities and notice purposes only				Unknown	
Puget Sound Energy P.O. Box 90868 Bellevue, WA 98009								
Account No.		-	Utilities and notice purposes only				Unknown	
Qwest P.O. Box 91154 Seattle, WA 98111-9254								
Account No.		-	Vendors				2,000.00	
Rapid Care Inc. 2080 Las Palmas Drive Ste 101 Carlsbad, CA 92011								
Sheet no. <u>27</u> of <u>37</u> sheets attached to Schedule of Creditors Holding Unsecured Nonpriority Claims							Subtotal (Total of this page)	28,503.30

In re Liquidation Outlet, Inc.

Case No. _____

Debtor

SCHEDULE F - CREDITORS HOLDING UNSECURED NONPRIORITY CLAIMS

(Continuation Sheet)

CREDITOR'S NAME, MAILING ADDRESS INCLUDING ZIP CODE, AND ACCOUNT NUMBER (See instructions above.)	C O D E B O R	Husband, Wife, Joint, or Community	C O N T I N G E N T	U N L I Q U I D A T E D	D I S P U T E D	AMOUNT OF CLAIM
		DATE CLAIM WAS INCURRED AND CONSIDERATION FOR CLAIM. IF CLAIM IS SUBJECT TO SETOFF, SO STATE.				
Account No.		Vendors				
Regent Products Corp LLC Div. 8999 Palmer STreet River Grove, IL 60171	-					27,920.88
Account No.		Vendors				
ReMarketing Services 1250 Pine Street Suite 108 Walnut Creek, CA 94596	-					26,111.90
Account No.		Lease				
Retail Property Management 3315 W. Court St. Pasco, WA 99301	-					8,722.00
Account No.		Default Lease				
RiteAid 29019 Military Road Federal Way, WA 98003	-					17,280.00
Account No.		Default Lease				
Rosen Properties 5401 6th Ave #300 Tacoma, WA 98406	-					36,859.92
Sheet no. <u>28</u> of <u>37</u> sheets attached to Schedule of Creditors Holding Unsecured Nonpriority Claims						Subtotal (Total of this page)
						116,894.70

In re Liquidation Outlet, Inc.

Case No. _____

Debtor

SCHEDULE F - CREDITORS HOLDING UNSECURED NONPRIORITY CLAIMS

(Continuation Sheet)

CREDITOR'S NAME, MAILING ADDRESS INCLUDING ZIP CODE, AND ACCOUNT NUMBER (See instructions above.)	C O D E B O R	Husband, Wife, Joint, or Community	C O N T I N G E N T	U N L I Q U I D A T E D	D I S P U T E D	AMOUNT OF CLAIM
		DATE CLAIM WAS INCURRED AND CONSIDERATION FOR CLAIM. IF CLAIM IS SUBJECT TO SETOFF, SO STATE.				
Account No.		Vendors				
Royal Items INC 595 Degraw Street Brooklyn, NY 11217	-					20,672.00
Account No.		Lease				
Safeway 170 Pt. Angeles Plaza Port Angeles, WA 98362	-					Unknown
Account No.		Default Lease				
Safeway 4512 N. Market St Spokane, WA 99207	-					5,880.00
Account No.		Utility and notice purposes only				
Sanipac 505 Swift Blvd Richland, WA 99352	-					Unknown
Account No.		Default Lease				
Santa Clara Square Client Trust 75 Division Ave Eugene, OR 97404	-					55,602.40
Sheet no. 29 of 37 sheets attached to Schedule of Creditors Holding Unsecured Nonpriority Claims						Subtotal (Total of this page)
						82,154.40

In re **Liquidation Outlet, Inc.**

Case No. _____

Debtor

SCHEDULE F - CREDITORS HOLDING UNSECURED NONPRIORITY CLAIMS

(Continuation Sheet)

CREDITOR'S NAME, MAILING ADDRESS INCLUDING ZIP CODE, AND ACCOUNT NUMBER (See instructions above.)	C O D E B O R	Husband, Wife, Joint, or Community	C O N T I N G E N T	U N L I Q U I D A T E D	D I S P U T E D	AMOUNT OF CLAIM
		DATE CLAIM WAS INCURRED AND CONSIDERATION FOR CLAIM. IF CLAIM IS SUBJECT TO SETOFF, SO STATE.				
Account No.		Vendors				
Selected Trading 9500 NW 108th Ave Miami, FL 33178	-					48,369.60
Account No.		Vendors				
Selective Imports Corp 3018 E 46th Street Los Angeles, CA 90058	-					Unknown
Account No.		Vendors				
Shark Eyes 2240 E Washington Blvd Los Angeles, CA 90021	-					6,696.30
Account No.		Vendor				
Shasta PO Box 281335 Atlanta, GA 30384	-					12,700.80
Account No.		Vendors				
SM Products Inc. Liberty Mills 720437 Houston, TX 77272	-					12,528.00
Sheet no. 30 of 37 sheets attached to Schedule of Creditors Holding Unsecured Nonpriority Claims						Subtotal (Total of this page)
						80,294.70

In re Liquidation Outlet, Inc.

Case No. _____

Debtor

SCHEDULE F - CREDITORS HOLDING UNSECURED NONPRIORITY CLAIMS

(Continuation Sheet)

CREDITOR'S NAME, MAILING ADDRESS INCLUDING ZIP CODE, AND ACCOUNT NUMBER (See instructions above.)	C O D E B O R	Husband, Wife, Joint, or Community	C O N T I N G E N T	U N L I Q U I D A T E D	D I S P U T E D	AMOUNT OF CLAIM
		DATE CLAIM WAS INCURRED AND CONSIDERATION FOR CLAIM. IF CLAIM IS SUBJECT TO SETOFF, SO STATE.				
Account No.		Vendors				Unknown
Soil Conditioners Inc PO Box 206 Zillah, WA 98953	-					
Account No.		Default Lease				44,177.52
Sound Properties 11012 Canyon Road Puyallup, WA 98373	-					
Account No.		Vendors				40,315.00
South Bay International 1555 So. 7th Street, Ste. G San Jose, CA 95112	-					
Account No.		Lease				Unknown
Southgate Development 5211 Capitol Blvd Olympia, WA 98501	-					
Account No.		Utility and notice purposes only				Unknown
Spokane County PO Box 2355 WA 99120	-					
Sheet no. <u>31</u> of <u>37</u> sheets attached to Schedule of Creditors Holding Unsecured Nonpriority Claims						Subtotal (Total of this page)
						84,492.52

In re Liquidation Outlet, Inc.

Case No. _____

Debtor

SCHEDULE F - CREDITORS HOLDING UNSECURED NONPRIORITY CLAIMS

(Continuation Sheet)

CREDITOR'S NAME, MAILING ADDRESS INCLUDING ZIP CODE, AND ACCOUNT NUMBER (See instructions above.)	C O D E B O R	Husband, Wife, Joint, or Community	C O N T I N G E N T	U N L I Q U I D A T E D	D I S P U T E D	AMOUNT OF CLAIM
		DATE CLAIM WAS INCURRED AND CONSIDERATION FOR CLAIM. IF CLAIM IS SUBJECT TO SETOFF, SO STATE.				
Account No.		Utilities and notice purposes only				Unknown
Sprint PO Box 54977 Los Angeles, CA 90054	-					
Account No.		Vendors				29,221.80
Star Candle Co. 300 Industrial Avenue Ridgefield Park, NJ 07660	-					
Account No.		Vendor				1,471.00
Stork 1451 Momentum Place Chicago, IL 60689	-					
Account No.		Vendors				3,319.60
Summit Foods Enterprises Inc PO Box 273 Berlin, MA 01503	-					
Account No.		Utilities and notice purposes only				Unknown
Summit Water & Supply Co. 9701 50th Ave East Tacoma, WA 98446	-					
Sheet no. <u>32</u> of <u>37</u> sheets attached to Schedule of Creditors Holding Unsecured Nonpriority Claims						Subtotal (Total of this page)
						34,012.40

In re **Liquidation Outlet, Inc.**

Case No. _____

Debtor

SCHEDULE F - CREDITORS HOLDING UNSECURED NONPRIORITY CLAIMS

(Continuation Sheet)

CREDITOR'S NAME, MAILING ADDRESS INCLUDING ZIP CODE, AND ACCOUNT NUMBER (See instructions above.)	C O D E B O R	Husband, Wife, Joint, or Community	C O N T I N G E N T	U N L I Q U I D A T E D	D I S P U T E D	AMOUNT OF CLAIM
		DATE CLAIM WAS INCURRED AND CONSIDERATION FOR CLAIM. IF CLAIM IS SUBJECT TO SETOFF, SO STATE.				
Account No.		Vendors				
Sunbelt Apparel, Inc. 4901 Keller Springs #106A Addison, TX 75001	-					Unknown
Account No.		Vendor				
Sunrise Confections Lox Box 892264 Dpt. 2264 PO Box 12264 Dallas, TX 75312	-					8,711.31
Account No.		Utility and notice purposes only				
Sunshine Disposal & Recycling 2405 N. University Rd Spokane, WA 99206	-					Unknown
Account No.		Utility and notice purposes only				
SW Suburban Sewer 431 SW Ambaum BLVD Seattle, WA 98166	-					Unknown
Account No.		Lease				
Sylvan Assoc. c/o Overlake Management 3441 Wheaton Ave Bremerton, WA 98310	-					Unknown
Sheet no. 33 of 37 sheets attached to Schedule of Creditors Holding Unsecured Nonpriority Claims						Subtotal (Total of this page)
						8,711.31

In re **Liquidation Outlet, Inc.**

Case No. _____

Debtor

SCHEDULE F - CREDITORS HOLDING UNSECURED NONPRIORITY CLAIMS

(Continuation Sheet)

CREDITOR'S NAME, MAILING ADDRESS INCLUDING ZIP CODE, AND ACCOUNT NUMBER (See instructions above.)	C O D E B O R	Husband, Wife, Joint, or Community	C O N T I N G E N T	U N L I Q U I D A T E D	D I S P U T E D	AMOUNT OF CLAIM
		DATE CLAIM WAS INCURRED AND CONSIDERATION FOR CLAIM. IF CLAIM IS SUBJECT TO SETOFF, SO STATE.				
Account No.		Vendors				
Taste of Nature INC 2828 Donald Douglas Loop North Suite A Santa Monica, CA 90405	-					5,100.00
Account No.		Vendor				
The Box Maker PO Box 58968 Tukwila, WA 98168	-					4,889.92
Account No.		Vendor				
The WE Basset Co. 100 Trap Falls Road Ext. Shelton, CT 06484	-					6,174.00
Account No.		Vendors				
The WE Bassett Company PO Box 5643 Hartford, CT 06102	-					Unknown
Account No.		Lease				
Thrifty Payless 6414 S. Yakima Ave Tacoma, WA 98408	-					Unknown
Sheet no. 34 of 37 sheets attached to Schedule of Creditors Holding Unsecured Nonpriority Claims						Subtotal (Total of this page)
						16,163.92

In re **Liquidation Outlet, Inc.**

Case No. _____

Debtor

SCHEDULE F - CREDITORS HOLDING UNSECURED NONPRIORITY CLAIMS

(Continuation Sheet)

CREDITOR'S NAME, MAILING ADDRESS INCLUDING ZIP CODE, AND ACCOUNT NUMBER (See instructions above.)	C O D E B O R	Husband, Wife, Joint, or Community	C O N T I N G E N T	U N L I Q U I D A T E D	D I S P U T E D	AMOUNT OF CLAIM
		DATE CLAIM WAS INCURRED AND CONSIDERATION FOR CLAIM. IF CLAIM IS SUBJECT TO SETOFF, SO STATE.				
Account No.		Default Lease				
Town & Country Center 804 W. Francis Spokane, WA 99205	-					2,522.22
Account No.		Vendors				
Uncle Rays LLC 14245 Birwood St Detroit, MI 48238	-					20,160.00
Account No.		Default Lease				
University City 10518 E. Sprague Ave Spokane, WA 99216	-					35,932.00
Account No.		Vendors				
Value Merchandise Int'l Inc. 14105-13th Ave N. Suite C Plymouth, MN 55441	-					2,794.00
Account No.		Vendors				
Ventura Foods LLC 500 So Prarie Ave Waukesha, WI 53186	-					3,360.00
Sheet no. 35 of 37 sheets attached to Schedule of Creditors Holding Unsecured Nonpriority Claims						Subtotal (Total of this page)
						64,768.22

In re Liquidation Outlet, Inc.,
Debtor

Case No. _____

SCHEDULE F - CREDITORS HOLDING UNSECURED NONPRIORITY CLAIMS
(Continuation Sheet)

CREDITOR'S NAME, MAILING ADDRESS INCLUDING ZIP CODE, AND ACCOUNT NUMBER (See instructions above.)	C O D E B O R	Husband, Wife, Joint, or Community	C O N T I N G E N T	U N L I Q U I D A T E D	D I S P U T E D	AMOUNT OF CLAIM
		H W J C				
Account No.		Utility and notice purposes only				Unknown
Vera Water & Power PO Box 630 Spokane, WA 99307	-					
Account No.		Utility and notice purposes only				Unknown
Verizon PO Box 9688 Mission Hills, CA 91346	-					
Account No.		Vendor				696.00
Walton Beverage Co. Inc. 1350 Pacific Place Ferndale, WA 98248	-					
Account No.		Utilities and notice purposes only				0.00
Waste Management 13225 NE 126th Place Kirkland, WA 98034	-					
Account No.		Vendor				4,036.20
Weinstein Beverage Co. 410 Peters Street E Wenatchee, WA 98801	-					
Sheet no. <u>36</u> of <u>37</u> sheets attached to Schedule of Creditors Holding Unsecured Nonpriority Claims						Subtotal (Total of this page)
						4,732.20

In re **Liquidation Outlet, Inc.**

Case No. _____

Debtor

SCHEDULE F - CREDITORS HOLDING UNSECURED NONPRIORITY CLAIMS

(Continuation Sheet)

CREDITOR'S NAME, MAILING ADDRESS INCLUDING ZIP CODE, AND ACCOUNT NUMBER (See instructions above.)	C O D E B O R	Husband, Wife, Joint, or Community	C O N T I N G E N T	U N L I Q U I D A T E D	D I S P U T E D	AMOUNT OF CLAIM	
		H W J C					DATE CLAIM WAS INCURRED AND CONSIDERATION FOR CLAIM. IF CLAIM IS SUBJECT TO SETOFF, SO STATE.
Account No.		Utility and notice purposes only				Unknown	
Whitworth Water District PO Box 14000 Spokane, WA 99218	-						
Account No.		Utilities and notice purposes only				Unknown	
Yakima Waste System PO Box 2830 Yakima, WA 98907	-						
Account No.		Lease				Unknown	
Yoder 17th St. Properties 313 S. Washington Ave Kent, WA 98032	-						
Account No.		Vendor				9,535.00	
Zel R. Kahn & Sons 2 Fifer Ave, Ste. 220 Corte Madera, CA 94925	-						
Account No.							
Sheet no. 37 of 37 sheets attached to Schedule of Creditors Holding Unsecured Nonpriority Claims						Subtotal (Total of this page)	9,535.00
						Total (Report on Summary of Schedules)	6,384,413.23

In re **Liquidation Outlet, Inc.**

Case No. _____

Debtor

SCHEDULE G - EXECUTORY CONTRACTS AND UNEXPIRED LEASES

Describe all executory contracts of any nature and all unexpired leases of real or personal property. Include any timeshare interests. State nature of debtor's interest in contract, i.e., "Purchaser", "Agent", etc. State whether debtor is the lessor or lessee of a lease. Provide the names and complete mailing addresses of all other parties to each lease or contract described. If a minor child is a party to one of the leases or contracts, state the child's initials and the name and address of the child's parent or guardian, such as "A.B., a minor child, by John Doe, guardian." Do not disclose the child's name. See, 11 U.S.C. §112 and Fed. R. Bankr. P. 1007(m).

☐ Check this box if debtor has no executory contracts or unexpired leases.

Name and Mailing Address, Including Zip Code, of Other Parties to Lease or Contract	Description of Contract or Lease and Nature of Debtor's Interest. State whether lease is for nonresidential real property. State contract number of any government contract.
17th Ray Properties LLC Attn: Dan Roark 1527 S. Crest Road Spokane, WA 99203	Unexpired lease
ABC Pacific PO Box 19435 Seattle, WA 98109	Unexpired lease
Benson Center PO Box 20157 Seattle, WA 98102	Unexpired lease
Bethel Junction CBRE Inc-OBEUO1 PO Box 82551 Goleta, CA 93118	Unexpired lease
Bruce Forbes 86 SW Century PMB 445 Bend, OR 97702	Unexpired lease
Capital Village Assoc. 11225 SE 6th St. #220 Seattle, WA 98124	Unexpired lease
CRH Capitol Properties 5312 Pacific HWY E Fife, WA 98424	Unexpired lease
CSK Auto #4334 c/o Accounts Receivable PO Box 94124 Seattle, WA 98124	Unexpired lease
D & C Wong 6311 Seward Park Seattle, WA 98104	Unexpired lease
DS of A PO Box 25139 Scottsdale, AZ 85255	Unexpired lease
GA Development	Unexpired Lease

In re Liquidation Outlet, Inc.,
Debtor

Case No. _____

SCHEDULE G - EXECUTORY CONTRACTS AND UNEXPIRED LEASES
(Continuation Sheet)

Name and Mailing Address, Including Zip Code, of Other Parties to Lease or Contract	Description of Contract or Lease and Nature of Debtor's Interest. State whether lease is for nonresidential real property. State contract number of any government contract.
Gary Woodring 210 N. 5th Ave Yakima, WA 98901	Unexpired Lease
Guardian Security 1743 1st AVE S Seattle, WA 98134	Unexpired lease
Hagan Enterprises 3803 Bridgeport Way W University Place, WA 98466	Unexpired lease
Herring & Assoc. Inc. 408 N. 5th St. Suite A Wenatchee, WA 98801	Unexpired lease
Inland US MGT LLC #4498 13068 Collections Center Drive Chicago, IL 60693	Unexpired lease
K. Mart Corp #4439 12664 Collections Center Drive Chicago, IL 60693	Unexpired lease
Lee Ingram & L. Schrock LLC 4870 Capitol Blvd #1 Olympia, WA 98501	Unexpired lease
Madden & Teal 19715 27th Ave NW Seattle, WA 98177	Unexpired lease
Magnuson Properties Partnership PO Box 3145 Coeur D Alene, ID 83814	Unexpired lease
MK Properties 11012 Canyon Road Puyallup, WA 98373	Unexpired lease
Nancy Ketcham PO Box 22789 Seattle, WA 98122	Unexpired lease
Northwest Security 1320 Hunsicker Rd Bellingham, WA 98226	Unexpired leases
Pacific Commons LLC Dunhill Partners West 388 Market Street #850 San Francisco, CA 94111	Unexpired lease

In re Liquidation Outlet, Inc.,
Debtor

Case No. _____

SCHEDULE G - EXECUTORY CONTRACTS AND UNEXPIRED LEASES
(Continuation Sheet)

Name and Mailing Address, Including Zip Code, of Other Parties to Lease or Contract	Description of Contract or Lease and Nature of Debtor's Interest. State whether lease is for nonresidential real property. State contract number of any government contract.
Pacific Trust Realty Assoc. PO Box 5000 Unit #72 Portland, OR 97208	Unexpired lease
PK II Sunset SQ Swab 1497/L Dollstor PO Box 100545 Pasadena, CA 91189	Unexpired lease
Prairie Center LLC c/o M&K Properties PO Box 997 Snoqualmie, WA 98065	Unexpired lease
Retail Property MGT 210 N 2nd Ave Walla Walla, WA 99362	Unexpired lease
Rite Aid #36656/5174 Sub-Tenant Acct 881451 PO Box 460 Camp Hill, PA 17001	Unexpired lease
Rosen Properties and Rosen Harbottle PO Box 5003 Bellevue, WA 98009	Unexpired lease
Safeway PDA #98-9348-01-01 4834 Collections Center Drive Chicago, IL 60693	Unexpired lease
Safeway PDA 98-9304-01-01 4834 Collections Center Drive Chicago, IL 60693	Unexpired leases
Safeway PDA 98-A023-01-01 4834 Collections Center Drive Chicago, IL 60693	Unexpired leases
Santa Clara SQ Client Trust PO Box 2448 Unit Sac 002 Portland, OR 97208	Unexpired lease
Sound Properties LLC c/o M&K Property Services PO Box 997 Snoqualmie, WA 98065	Unexpired lease

In re Liquidation Outlet, Inc.,
Debtor

Case No. _____

SCHEDULE G - EXECUTORY CONTRACTS AND UNEXPIRED LEASES
(Continuation Sheet)

Name and Mailing Address, Including Zip Code, of Other Parties to Lease or Contract	Description of Contract or Lease and Nature of Debtor's Interest. State whether lease is for nonresidential real property. State contract number of any government contract.
Southgate Development 984 Liberty Street Olympia, WA 98512	Unexpired lease
St. Street Center LLC c/o Pacific Asset Advisors 600-108th Ave NE Ste 530 Bellevue, WA 98004	Unexpired lease
St. Street Center LLC c/o Pacific Asset Advisors 600-108th Ave NE Ste 530 Bellevue, WA 98004	Unexpired leases
Sylvan Associates c/o Overlake MGT co. 11225 SE 6th St. #220 Bellevue, WA 98004	Unexpired lease
Thrifty Payless Tenant #881490 PO Box 460 Camp Hill, PA 17001	Unexpired lease
TNPPM Olympic Gateway LLC 8123 Solution Center Chicago, IL 60677	Unexpired lease
Town & Country Center PO Box 9368 Spokane, WA 99209	Unexpired lease
University City Inc 1110 N. Stanley Road Spokane, WA 99212	Unexpired lease
Willipa LLC PO Box 820096 Portland, OR 97282	Unexpired leases
Yoder 17th St. Properties c/o Pacific Asset Advisors 600 108th Ave NE #530 Bellevue, WA 98004	Unexpired lease

In re **Liquidation Outlet, Inc.**

Case No. _____

Debtor

SCHEDULE H - CODEBTORS

Provide the information requested concerning any person or entity, other than a spouse in a joint case, that is also liable on any debts listed by debtor in the schedules of creditors. Include all guarantors and co-signers. If the debtor resides or resided in a community property state, commonwealth, or territory (including Alaska, Arizona, California, Idaho, Louisiana, Nevada, New Mexico, Puerto Rico, Texas, Washington, or Wisconsin) within the eight year period immediately preceding the commencement of the case, identify the name of the debtor's spouse and of any former spouse who resides or resided with the debtor in the community property state, commonwealth, or territory. Include all names used by the nondebtor spouse during the eight years immediately preceding the commencement of this case. If a minor child is a codebtor or a creditor, state the child's initials and the name and address of the child's parent or guardian, such as "A.B., a minor child, by John Doe, guardian." Do not disclose the child's name. See, 11 U.S.C. §112 and Fed. R. Bankr. P. 1007(m).

☐ Check this box if debtor has no codebtors.

NAME AND ADDRESS OF CODEBTOR	NAME AND ADDRESS OF CREDITOR
Gary & Arlene Woodring 1025 Valley AVE NW Puyallup, WA 98371	US Bank 1145 Broadway #1100 Tacoma, WA 98402
Gary & Arlene Woodring 1025 Valley AVE NW Puyallup, WA 98371	LOI Capital, LLC 1025 Valley AVE NW Puyallup, WA 98371
Gary & Arlene Woodring 1025 Valley AVE NW Puyallup, WA 98371	Hudson Capital c/o Bush Strout & Kornfeld 601 Union St. STE 5000 Seattle, WA 98101

In re **Liquidation Outlet, Inc.**

Case No. _____

Debtor(s)

SCHEDULE I - CURRENT INCOME OF INDIVIDUAL DEBTOR(S)

The column labeled "Spouse" must be completed in all cases filed by joint debtors and by every married debtor, whether or not a joint petition is filed, unless the spouses are separated and a joint petition is not filed. Do not state the name of any minor child. The average monthly income calculated on this form may differ from the current monthly income calculated on Form 22A, 22B, or 22C.

Debtor's Marital Status:	DEPENDENTS OF DEBTOR AND SPOUSE	
	RELATIONSHIP(S): None.	AGE(S):
Employment:	DEBTOR	SPOUSE
Occupation		
Name of Employer		
How long employed		
Address of Employer		

INCOME: (Estimate of average or projected monthly income at time case filed)

1. Monthly gross wages, salary, and commissions (Prorate if not paid monthly)

2. Estimate monthly overtime

DEBTOR	SPOUSE
\$ <u>0.00</u>	\$ <u>0.00</u>
\$ <u>0.00</u>	\$ <u>0.00</u>

3. SUBTOTAL

\$ <u>0.00</u>	\$ <u>0.00</u>
----------------	----------------

4. LESS PAYROLL DEDUCTIONS

a. Payroll taxes and social security

b. Insurance

c. Union dues

d. Other (Specify): _____

\$ <u>0.00</u>	\$ <u>0.00</u>
\$ <u>0.00</u>	\$ <u>0.00</u>
\$ <u>0.00</u>	\$ <u>0.00</u>
\$ <u>0.00</u>	\$ <u>0.00</u>
\$ <u>0.00</u>	\$ <u>0.00</u>

5. SUBTOTAL OF PAYROLL DEDUCTIONS

\$ <u>0.00</u>	\$ <u>0.00</u>
----------------	----------------

6. TOTAL NET MONTHLY TAKE HOME PAY

\$ <u>0.00</u>	\$ <u>0.00</u>
----------------	----------------

7. Regular income from operation of business or profession or farm (Attach detailed statement)

8. Income from real property

9. Interest and dividends

10. Alimony, maintenance or support payments payable to the debtor for the debtor's use or that of dependents listed above

11. Social security or government assistance

(Specify): _____

\$ <u>0.00</u>	\$ <u>0.00</u>
\$ <u>0.00</u>	\$ <u>0.00</u>
\$ <u>0.00</u>	\$ <u>0.00</u>
\$ <u>0.00</u>	\$ <u>0.00</u>

12. Pension or retirement income

13. Other monthly income

(Specify): _____

\$ <u>0.00</u>	\$ <u>0.00</u>
\$ <u>0.00</u>	\$ <u>0.00</u>
\$ <u>0.00</u>	\$ <u>0.00</u>

14. SUBTOTAL OF LINES 7 THROUGH 13

\$ <u>0.00</u>	\$ <u>0.00</u>
----------------	----------------

15. AVERAGE MONTHLY INCOME (Add amounts shown on lines 6 and 14)

\$ <u>0.00</u>	\$ <u>0.00</u>
----------------	----------------

16. COMBINED AVERAGE MONTHLY INCOME: (Combine column totals from line 15)

\$ <u>0.00</u>

(Report also on Summary of Schedules and, if applicable, on
Statistical Summary of Certain Liabilities and Related Data)

17. Describe any increase or decrease in income reasonably anticipated to occur within the year following the filing of this document:

In re Liquidation Outlet, Inc.

Debtor(s)

Case No. _____

SCHEDULE J - CURRENT EXPENDITURES OF INDIVIDUAL DEBTOR(S)

Complete this schedule by estimating the average or projected monthly expenses of the debtor and the debtor's family at time case filed. Prorate any payments made bi-weekly, quarterly, semi-annually, or annually to show monthly rate. The average monthly expenses calculated on this form may differ from the deductions from income allowed on Form 22A or 22C.

☐ Check this box if a joint petition is filed and debtor's spouse maintains a separate household. Complete a separate schedule of expenditures labeled "Spouse."

1. Rent or home mortgage payment (include lot rented for mobile home)	\$	0.00
a. Are real estate taxes included? Yes <u> </u> No <u>X</u>		
b. Is property insurance included? Yes <u> </u> No <u>X</u>		
2. Utilities: a. Electricity and heating fuel	\$	0.00
b. Water and sewer	\$	0.00
c. Telephone	\$	0.00
d. Other _____	\$	0.00
3. Home maintenance (repairs and upkeep)	\$	0.00
4. Food	\$	0.00
5. Clothing	\$	0.00
6. Laundry and dry cleaning	\$	0.00
7. Medical and dental expenses	\$	0.00
8. Transportation (not including car payments)	\$	0.00
9. Recreation, clubs and entertainment, newspapers, magazines, etc.	\$	0.00
10. Charitable contributions	\$	0.00
11. Insurance (not deducted from wages or included in home mortgage payments)		
a. Homeowner's or renter's	\$	0.00
b. Life	\$	0.00
c. Health	\$	0.00
d. Auto	\$	0.00
e. Other _____	\$	0.00
12. Taxes (not deducted from wages or included in home mortgage payments) (Specify) _____	\$	0.00
13. Installment payments: (In chapter 11, 12, and 13 cases, do not list payments to be included in the plan)		
a. Auto	\$	0.00
b. Other _____	\$	0.00
c. Other _____	\$	0.00
14. Alimony, maintenance, and support paid to others	\$	0.00
15. Payments for support of additional dependents not living at your home	\$	0.00
16. Regular expenses from operation of business, profession, or farm (attach detailed statement)	\$	0.00
17. Other _____	\$	0.00
Other _____	\$	0.00
18. AVERAGE MONTHLY EXPENSES (Total lines 1-17. Report also on Summary of Schedules and, if applicable, on the Statistical Summary of Certain Liabilities and Related Data.)	\$	0.00
19. Describe any increase or decrease in expenditures reasonably anticipated to occur within the year following the filing of this document:		

20. STATEMENT OF MONTHLY NET INCOME

a. Average monthly income from Line 15 of Schedule I	\$	0.00
b. Average monthly expenses from Line 18 above	\$	98,041.18
c. Monthly net income (a. minus b.)	\$	-98,041.18

**United States Bankruptcy Court
Western District of Washington**

In re **Liquidation Outlet, Inc.**

Debtor(s)

Case No.
Chapter

11

DECLARATION CONCERNING DEBTOR'S SCHEDULES

DECLARATION UNDER PENALTY OF PERJURY ON BEHALF OF CORPORATION OR PARTNERSHIP

I, the President of the corporation named as debtor in this case, declare under penalty of perjury that I have read the foregoing summary and schedules, consisting of **55** sheets, and that they are true and correct to the best of my knowledge, information, and belief.

Date **March 25, 2010**

Signature **/s/ Gary Woodring**
Gary Woodring
President

Penalty for making a false statement or concealing property: Fine of up to \$500,000 or imprisonment for up to 5 years or both.
18 U.S.C. §§ 152 and 3571.

United States Bankruptcy Court Western District of Washington

In re Liquidation Outlet, Inc.

Debtor(s)

Case No.

Chapter

11

STATEMENT OF FINANCIAL AFFAIRS

This statement is to be completed by every debtor. Spouses filing a joint petition may file a single statement on which the information for both spouses is combined. If the case is filed under chapter 12 or chapter 13, a married debtor must furnish information for both spouses whether or not a joint petition is filed, unless the spouses are separated and a joint petition is not filed. An individual debtor engaged in business as a sole proprietor, partner, family farmer, or self-employed professional, should provide the information requested on this statement concerning all such activities as well as the individual's personal affairs. To indicate payments, transfers and the like to minor children, state the child's initials and the name and address of the child's parent or guardian, such as "A.B., a minor child, by John Doe, guardian." Do not disclose the child's name. See, 11 U.S.C. § 112; Fed. R. Bankr. P. 1007(m).

Questions 1 - 18 are to be completed by all debtors. Debtors that are or have been in business, as defined below, also must complete Questions 19 - 25. **If the answer to an applicable question is "None," mark the box labeled "None."** If additional space is needed for the answer to any question, use and attach a separate sheet properly identified with the case name, case number (if known), and the number of the question.

DEFINITIONS

"In business." A debtor is "in business" for the purpose of this form if the debtor is a corporation or partnership. An individual debtor is "in business" for the purpose of this form if the debtor is or has been, within six years immediately preceding the filing of this bankruptcy case, any of the following: an officer, director, managing executive, or owner of 5 percent or more of the voting or equity securities of a corporation; a partner, other than a limited partner, of a partnership; a sole proprietor or self-employed full-time or part-time. An individual debtor also may be "in business" for the purpose of this form if the debtor engages in a trade, business, or other activity, other than as an employee, to supplement income from the debtor's primary employment.

"Insider." The term "insider" includes but is not limited to: relatives of the debtor; general partners of the debtor and their relatives; corporations of which the debtor is an officer, director, or person in control; officers, directors, and any owner of 5 percent or more of the voting or equity securities of a corporate debtor and their relatives; affiliates of the debtor and insiders of such affiliates; any managing agent of the debtor. 11 U.S.C. § 101.

1. Income from employment or operation of business

None

☐

State the gross amount of income the debtor has received from employment, trade, or profession, or from operation of the debtor's business, including part-time activities either as an employee or in independent trade or business, from the beginning of this calendar year to the date this case was commenced. State also the gross amounts received during the **two years** immediately preceding this calendar year. (A debtor that maintains, or has maintained, financial records on the basis of a fiscal rather than a calendar year may report fiscal year income. Identify the beginning and ending dates of the debtor's fiscal year.) If a joint petition is filed, state income for each spouse separately. (Married debtors filing under chapter 12 or chapter 13 must state income of both spouses whether or not a joint petition is filed, unless the spouses are separated and a joint petition is not filed.)

AMOUNT
\$67,500.00
\$60,750.00

SOURCE
Gary Woodring Compensation from LOI, Inc.
Arlene Woodring Compensation from LOI, Inc.

2. Income other than from employment or operation of business

None

☒

State the amount of income received by the debtor other than from employment, trade, profession, or operation of the debtor's business during the **two years** immediately preceding the commencement of this case. Give particulars. If a joint petition is filed, state income for each spouse separately. (Married debtors filing under chapter 12 or chapter 13 must state income for each spouse whether or not a joint petition is filed, unless the spouses are separated and a joint petition is not filed.)

AMOUNT

SOURCE

3. Payments to creditors

None

Complete a. or b., as appropriate, and c.



a. *Individual or joint debtor(s) with primarily consumer debts.* List all payments on loans, installment purchases of goods or services, and other debts to any creditor made within **90 days** immediately preceding the commencement of this case unless the aggregate value of all property that constitutes or is affected by such transfer is less than \$600. Indicate with an (*) any payments that were made to a creditor on account of a domestic support obligation or as part of an alternative repayment schedule under a plan by an approved nonprofit budgeting and creditor counseling agency. (Married debtors filing under chapter 12 or chapter 13 must include payments by either or both spouses whether or not a joint petition is filed, unless the spouses are separated and a joint petition is not filed.)

NAME AND ADDRESS OF CREDITOR	DATES OF PAYMENTS	AMOUNT PAID	AMOUNT STILL OWING
---------------------------------	----------------------	-------------	-----------------------

None



b. *Debtor whose debts are not primarily consumer debts:* List each payment or other transfer to any creditor made within **90 days** immediately preceding the commencement of the case unless the aggregate value of all property that constitutes or is affected by such transfer is less than \$5,475. If the debtor is an individual, indicate with an asterisk (*) any payments that were made to a creditor on account of a domestic support obligation or as part of an alternative repayment schedule under a plan by an approved nonprofit budgeting and creditor counseling agency. (Married debtors filing under chapter 12 or chapter 13 must include payments by either or both spouses whether or not a joint petition is filed, unless the spouses are separated and a joint petition is not filed.)

NAME AND ADDRESS OF CREDITOR	DATES OF PAYMENTS/ TRANSFERS	AMOUNT PAID OR VALUE OF TRANSFERS	AMOUNT STILL OWING
17th and Ray Associates	January 2, 2010	\$7,284.38	\$0.00
Avista	1/19/2010	\$9,268.58	\$0.00
Avista	February 19, 2010	\$10,644.56	\$0.00
Avista	March 19, 2010	\$8,557.94	\$0.00
Bank of America PO Box 301200 Los Angeles, CA 90030-1200	1/18/2010, 1/18/2010, 2/08/10, 2/24/10, 3/18/10	\$100,522.20	\$0.00
Brian Budsberg PO Box 1489 Olympia, WA 98502		\$10,000.00	\$0.00
Chaozhou Ceramics	3/17/10	\$6,146.35	\$0.00
Charlie's Produce PO Box 24606 Seattle, WA 98124	1/5/10	\$35,324.60	\$0.00
Charlie's Produce PO Box 24606 Seattle, WA 98124	1/13/10	\$34,759.10	\$0.00
Charlie's Produce PO Box 24606 Seattle, WA 98124	1/20/10	\$34,379.42	\$0.00
Charlie's Produce PO Box 24606 Seattle, WA 98124	1/28/10	\$30,611.00	\$0.00
Charlie's Produce PO Box 24606 Seattle, WA 98124	2/4/10	\$28,572.75	\$0.00

NAME AND ADDRESS OF CREDITOR	DATES OF PAYMENTS/ TRANSFERS	AMOUNT PAID OR VALUE OF TRANSFERS	AMOUNT STILL OWING
Charlie's Produce PO Box 24606 Seattle, WA 98124	2/11/10	\$34,636.10	\$0.00
Charlie's Produce PO Box 24606 Seattle, WA 98124	2/22/10	\$35,378.57	\$0.00
Charlie's Produce PO Box 24606 Seattle, WA 98124	2/26/10	\$34,940.70	\$0.00
Charlie's Produce PO Box 24606 Seattle, WA 98124	3/12/10	\$40,986.30	\$0.00
Charlie's Produce PO Box 24606 Seattle, WA 98124	3/18/10	\$55,229.57	\$0.00
Chicago Housewares	3/18/10	\$7,639.70	\$0.00
China Pak	3/3/10	\$25,682.12	\$0.00
China Top	1/26/10	\$36,156.84	\$0.00
Coca Cola	2/26/10	\$9,757.80	\$0.00
CRH Captiol Properties	1/1/10	\$14,859.12	\$0.00
CRH Capitol Properties	1/31/10	\$14,859.12	\$0.00
CRH Capitol Properties	3/1/10	\$15,060.00	\$0.00
Custom Solutions, Inc. 4142 NE Port Drive Lees Summit, MO 64064	1/6/10	\$14,600.00	\$0.00
Derm Cosmetics	2/16/10	\$7,617.60	\$0.00
Durable Packaging	1/5/10	\$7,339.20	\$0.00
Elite Brands	2/24/10	\$6,279.50	\$0.00
Grand A	2/24/10	\$23,232.00	\$0.00
Herring & Assoc.	1/1/10, 1/21/10, 3/01/10	\$22,500.00	\$0.00
IMPORT	1/7/10	\$11,392.20	\$0.00
IMPORT	1/7/10	\$17,428.92	\$0.00
IMPORT	1/07/10	\$9,260.00	\$0.00

NAME AND ADDRESS OF CREDITOR	DATES OF PAYMENTS/ TRANSFERS	AMOUNT PAID OR VALUE OF TRANSFERS	AMOUNT STILL OWING
KMART	2/1/10, 3/1/10	\$13,400.00	\$0.00
L-Bright	2/5/10	\$17,411.27	\$0.00
Lee Ingram and Lorens	1/1/10, 1/31/10	\$1,400.40	\$0.00
Lee Ingrams & Lorenz	3/10/10	\$7,000.20	\$0.00
Lee Jones & Associates	2/12/10, 2/26/10, 3/26/10	\$32,728.40	\$0.00
Leonardo	1/12/10	\$11,000.00	\$0.00
Liberty Distributing 909 Valley Ave NW Puyallup, WA 98371	1/22/10, 3/5/10, 3/26/10	\$32,016.10	\$0.00
Madden and Teel	1/1/10, 2/1/10, 3/1/10	\$21,600.00	\$0.00
Magnusen Properties	1/4/10	\$7,283.00	\$0.00
Marco International	2/9/10, 2/24/10	\$47,132.52	\$0.00
Ningbo Dollar King	1/26/10	\$12,638.00	\$0.00
Ningbo Mas Housewares	2/5/10	\$14,010.00	\$0.00
Ningbo Mini Metals	2/5/10	\$16,276.00	\$0.00
Noodles by Leonardo	1/5/10	\$11,007.21	\$0.00
Novate International PO Box 34936 Dept 1073 Seattle, WA 98124	2/19/10	\$8,942.40	\$0.00
Pepsi	1/29/10	\$5,588.57	\$0.00
Poly Bags LLC	2/26/10	\$7,074.00	\$0.00
Puget Sound Energy P.O. Box 90868 Bellevue, WA 98009	1/15/10, 1/22/10, 1/22/10, 1/29/10, 2/19/10, 2/26/10, 3/5/10, 3/13/10	\$48,925.92	\$0.00
Puson	1/31/10	\$19,440.80	\$0.00
Retail Management	1/1/10, 2/1/10, 3/1/10	\$26,166.00	\$0.00
Rite Aid	3/1/10	\$5,056.00	\$0.00
Safeway	1/1/10, 1/1/10, 1/1/10, 1/31/10, 1/31/10, 3/1/10, 3/1/10	\$70,297.75	\$0.00

NAME AND ADDRESS OF CREDITOR	DATES OF PAYMENTS/ TRANSFERS	AMOUNT PAID OR VALUE OF TRANSFERS	AMOUNT STILL OWING
Selective Imports	2/16/10	\$11,653.92	\$0.00
Sellers Union	1/22/10, 1/26/10	\$40,852.90	\$0.00
Shark Eyes	1/28/10	\$6,696.30	\$0.00
Showline	1/21/10	\$16,257.02	\$0.00
SM Products	2/26/10	\$6,678.70	\$0.00
Smart Advanced Holdings	2/5/10	\$9,243.60	\$0.00
Soil Conditioners	2/15/10	\$11,511.63	\$0.00
State Street Center	1/1/10, 2/1/10, 3/1/10	\$37,625.04	\$0.00
Summit Foods	2/15/10	\$5,819.60	\$0.00
Sun Products	1/21/10	\$17,684.23	\$0.00
Sylvan Assoc.	1/31/10, 3/1/10	\$23,200.00	\$0.00
Thrifty Payless	1/1/10, 2/1/10, 2/2/10, 3/1/10	\$32,295.00	\$0.00
Town & Country	1/1/10, 1/31/10, 3/1/10	\$21,294.75	\$0.00
Traveler's Insurance	1/1/10, 1/28/10, 3/1/10, 3/1/10, 3/29/10	\$56,652.40	\$0.00
Venture Foods	2/24/10	\$5,798.20	\$0.00
VM Global	1/28/10	\$13,992.16	\$0.00
Washington Dept. Revenue	1/25/10, 2/25/10	\$256,382.82	\$0.00
Wilipa LLC	1/1/10	\$8,568.50	\$0.00
Yakima County Treasurer	3/5/10	\$8,865.43	\$0.00
Yoder 17th St. Properties	1/31/10, 3/1/10	\$12,525.00	\$0.00
Zel R. Kahn & Sons 2 Fifer Ave, Ste. 220 Corte Madera, CA 94925	3/9/10	\$11,769.60	\$0.00
Zhongshan Seehe Paper	1/22/10, 2/9/10	\$20,438.09	\$0.00

None ☐ c. *All debtors:* List all payments made within **one year** immediately preceding the commencement of this case to or for the benefit of creditors who are or were insiders. (Married debtors filing under chapter 12 or chapter 13 must include payments by either or both spouses whether or not a joint petition is filed, unless the spouses are separated and a joint petition is not filed.)

NAME AND ADDRESS OF CREDITOR AND RELATIONSHIP TO DEBTOR	DATE OF PAYMENT	AMOUNT PAID	AMOUNT STILL OWING
--	-----------------	-------------	-----------------------

4. Suits and administrative proceedings, executions, garnishments and attachments

- None ☐ a. List all suits and administrative proceedings to which the debtor is or was a party within **one year** immediately preceding the filing of this bankruptcy case. (Married debtors filing under chapter 12 or chapter 13 must include information concerning either or both spouses whether or not a joint petition is filed, unless the spouses are separated and a joint petition is not filed.)

CAPTION OF SUIT AND CASE NUMBER	NATURE OF PROCEEDING	COURT OR AGENCY AND LOCATION	STATUS OR DISPOSITION
Capital Village Associates v. Liquidation Outlet, Inc. Thurston County Cause No. 10-2-00286-1		Thurston County, Washington	
ML Weiner & Associates LTD v. Liquidation Outlet, Inc. Case No. 10-2-05464-8		Pierce County, Washington	
Wilipa LLC v. Liquidation Outlet, Inc. Case No. CV100097		Yamhill County	
PK II Sunset Square LLC v. Liquidation Outlet, Inc. Case No. 10-2-00635-1		Whatcom County, Washington	
17th and Ray Associates, LLC v. Liquidation Outlet, Inc. Case No. 10-2-0089-7		Spokane County, Washington	

- None ☒ b. Describe all property that has been attached, garnished or seized under any legal or equitable process within **one year** immediately preceding the commencement of this case. (Married debtors filing under chapter 12 or chapter 13 must include information concerning property of either or both spouses whether or not a joint petition is filed, unless the spouses are separated and a joint petition is not filed.)

NAME AND ADDRESS OF PERSON FOR WHOSE BENEFIT PROPERTY WAS SEIZED	DATE OF SEIZURE	DESCRIPTION AND VALUE OF PROPERTY
---	-----------------	--------------------------------------

5. Repossessions, foreclosures and returns

- None ☒ List all property that has been repossessed by a creditor, sold at a foreclosure sale, transferred through a deed in lieu of foreclosure or returned to the seller, within **one year** immediately preceding the commencement of this case. (Married debtors filing under chapter 12 or chapter 13 must include information concerning property of either or both spouses whether or not a joint petition is filed, unless the spouses are separated and a joint petition is not filed.)

NAME AND ADDRESS OF CREDITOR OR SELLER	DATE OF REPOSSESSION, FORECLOSURE SALE, TRANSFER OR RETURN	DESCRIPTION AND VALUE OF PROPERTY
---	--	--------------------------------------

6. Assignments and receiverships

- None ☒ a. Describe any assignment of property for the benefit of creditors made within **120 days** immediately preceding the commencement of this case. (Married debtors filing under chapter 12 or chapter 13 must include any assignment by either or both spouses whether or not a joint petition is filed, unless the spouses are separated and a joint petition is not filed.)

NAME AND ADDRESS OF ASSIGNEE	DATE OF ASSIGNMENT	TERMS OF ASSIGNMENT OR SETTLEMENT
------------------------------	-----------------------	-----------------------------------

- None ☒ b. List all property which has been in the hands of a custodian, receiver, or court-appointed official within **one year** immediately preceding the commencement of this case. (Married debtors filing under chapter 12 or chapter 13 must include information concerning property of either or both spouses whether or not a joint petition is filed, unless the spouses are separated and a joint petition is not filed.)

NAME AND ADDRESS OF CUSTODIAN	NAME AND LOCATION OF COURT CASE TITLE & NUMBER	DATE OF ORDER	DESCRIPTION AND VALUE OF PROPERTY
----------------------------------	--	------------------	--------------------------------------

7. Gifts

- None ☒ List all gifts or charitable contributions made within **one year** immediately preceding the commencement of this case except ordinary and usual gifts to family members aggregating less than \$200 in value per individual family member and charitable contributions aggregating less than \$100 per recipient. (Married debtors filing under chapter 12 or chapter 13 must include gifts or contributions by either or both spouses whether or not a joint petition is filed, unless the spouses are separated and a joint petition is not filed.)

NAME AND ADDRESS OF PERSON OR ORGANIZATION	RELATIONSHIP TO DEBTOR, IF ANY	DATE OF GIFT	DESCRIPTION AND VALUE OF GIFT
---	-----------------------------------	--------------	----------------------------------

8. Losses

- None ☒ List all losses from fire, theft, other casualty or gambling within **one year** immediately preceding the commencement of this case **or since the commencement of this case**. (Married debtors filing under chapter 12 or chapter 13 must include losses by either or both spouses whether or not a joint petition is filed, unless the spouses are separated and a joint petition is not filed.)

DESCRIPTION AND VALUE OF PROPERTY	DESCRIPTION OF CIRCUMSTANCES AND, IF LOSS WAS COVERED IN WHOLE OR IN PART BY INSURANCE, GIVE PARTICULARS	DATE OF LOSS
--------------------------------------	--	--------------

9. Payments related to debt counseling or bankruptcy

- None ☐ List all payments made or property transferred by or on behalf of the debtor to any persons, including attorneys, for consultation concerning debt consolidation, relief under the bankruptcy law or preparation of the petition in bankruptcy within **one year** immediately preceding the commencement of this case.

NAME AND ADDRESS OF PAYEE	DATE OF PAYMENT, NAME OF PAYOR IF OTHER THAN DEBTOR	AMOUNT OF MONEY OR DESCRIPTION AND VALUE OF PROPERTY
Brian Budsberg, P.L.L.C. 1115 West Bay Drive, Suite 201 98502		\$10,000.00

10. Other transfers

- None ☐ a. List all other property, other than property transferred in the ordinary course of the business or financial affairs of the debtor, transferred either absolutely or as security within **two years** immediately preceding the commencement of this case. (Married debtors filing under chapter 12 or chapter 13 must include transfers by either or both spouses whether or not a joint petition is filed, unless the spouses are separated and a joint petition is not filed.)

NAME AND ADDRESS OF TRANSFEREE, RELATIONSHIP TO DEBTOR	DATE	DESCRIBE PROPERTY TRANSFERRED AND VALUE RECEIVED
Gary Woodring 210 N. 5th Ave Yakima, WA 98901		Incomplete Title Discription for a 1 acre lot was corrected and revised. The Completed Title Description was recorded under Gary Woodring.

- None ☒ b. List all property transferred by the debtor within **ten years** immediately preceding the commencement of this case to a self-settled trust or similar device of which the debtor is a beneficiary.

NAME OF TRUST OR OTHER DEVICE	DATE(S) OF TRANSFER(S)	AMOUNT OF MONEY OR DESCRIPTION AND VALUE OF PROPERTY OR DEBTOR'S INTEREST IN PROPERTY
----------------------------------	---------------------------	---

11. Closed financial accounts

None ☐ List all financial accounts and instruments held in the name of the debtor or for the benefit of the debtor which were closed, sold, or otherwise transferred within **one year** immediately preceding the commencement of this case. Include checking, savings, or other financial accounts, certificates of deposit, or other instruments; shares and share accounts held in banks, credit unions, pension funds, cooperatives, associations, brokerage houses and other financial institutions. (Married debtors filing under chapter 12 or chapter 13 must include information concerning accounts or instruments held by or for either or both spouses whether or not a joint petition is filed, unless the spouses are separated and a joint petition is not filed.)

NAME AND ADDRESS OF INSTITUTION	TYPE OF ACCOUNT, LAST FOUR DIGITS OF ACCOUNT NUMBER, AND AMOUNT OF FINAL BALANCE	AMOUNT AND DATE OF SALE OR CLOSING
---------------------------------	--	------------------------------------

12. Safe deposit boxes

None ☐ List each safe deposit or other box or depository in which the debtor has or had securities, cash, or other valuables within **one year** immediately preceding the commencement of this case. (Married debtors filing under chapter 12 or chapter 13 must include boxes or depositories of either or both spouses whether or not a joint petition is filed, unless the spouses are separated and a joint petition is not filed.)

NAME AND ADDRESS OF BANK OR OTHER DEPOSITORY	NAMES AND ADDRESSES OF THOSE WITH ACCESS TO BOX OR DEPOSITORY	DESCRIPTION OF CONTENTS	DATE OF TRANSFER OR SURRENDER, IF ANY
--	---	-------------------------	---------------------------------------

13. Setoffs

None ☐ List all setoffs made by any creditor, including a bank, against a debt or deposit of the debtor within **90 days** preceding the commencement of this case. (Married debtors filing under chapter 12 or chapter 13 must include information concerning either or both spouses whether or not a joint petition is filed, unless the spouses are separated and a joint petition is not filed.)

NAME AND ADDRESS OF CREDITOR	DATE OF SETOFF	AMOUNT OF SETOFF
------------------------------	----------------	------------------

14. Property held for another person

None ☐ List all property owned by another person that the debtor holds or controls.

NAME AND ADDRESS OF OWNER	DESCRIPTION AND VALUE OF PROPERTY	LOCATION OF PROPERTY
---------------------------	-----------------------------------	----------------------

15. Prior address of debtor

None ☐ If the debtor has moved within **three years** immediately preceding the commencement of this case, list all premises which the debtor occupied during that period and vacated prior to the commencement of this case. If a joint petition is filed, report also any separate address of either spouse.

ADDRESS	NAME USED	DATES OF OCCUPANCY
---------	-----------	--------------------

16. Spouses and Former Spouses

None ☐ If the debtor resides or resided in a community property state, commonwealth, or territory (including Alaska, Arizona, California, Idaho, Louisiana, Nevada, New Mexico, Puerto Rico, Texas, Washington, or Wisconsin) within **eight years** immediately preceding the commencement of the case, identify the name of the debtor's spouse and of any former spouse who resides or resided with the debtor in the community property state.

NAME

17. Environmental Information.

For the purpose of this question, the following definitions apply:

"Environmental Law" means any federal, state, or local statute or regulation regulating pollution, contamination, releases of hazardous or toxic substances, wastes or material into the air, land, soil, surface water, groundwater, or other medium, including, but not limited to, statutes or regulations regulating the cleanup of these substances, wastes, or material.

"Site" means any location, facility, or property as defined under any Environmental Law, whether or not presently or formerly owned or operated by the debtor, including, but not limited to, disposal sites.

"Hazardous Material" means anything defined as a hazardous waste, hazardous substance, toxic substance, hazardous material, pollutant, or contaminant or similar term under an Environmental Law

- None ☐ a. List the name and address of every site for which the debtor has received notice in writing by a governmental unit that it may be liable or potentially liable under or in violation of an Environmental Law. Indicate the governmental unit, the date of the notice, and, if known, the Environmental Law:

SITE NAME AND ADDRESS	NAME AND ADDRESS OF GOVERNMENTAL UNIT	DATE OF NOTICE	ENVIRONMENTAL LAW
-----------------------	---------------------------------------	----------------	-------------------

- None ☐ b. List the name and address of every site for which the debtor provided notice to a governmental unit of a release of Hazardous Material. Indicate the governmental unit to which the notice was sent and the date of the notice.

SITE NAME AND ADDRESS	NAME AND ADDRESS OF GOVERNMENTAL UNIT	DATE OF NOTICE	ENVIRONMENTAL LAW
-----------------------	---------------------------------------	----------------	-------------------

- None ☐ c. List all judicial or administrative proceedings, including settlements or orders, under any Environmental Law with respect to which the debtor is or was a party. Indicate the name and address of the governmental unit that is or was a party to the proceeding, and the docket number.

NAME AND ADDRESS OF GOVERNMENTAL UNIT	DOCKET NUMBER	STATUS OR DISPOSITION
---------------------------------------	---------------	-----------------------

18 . Nature, location and name of business

- None ☐ a. *If the debtor is an individual*, list the names, addresses, taxpayer identification numbers, nature of the businesses, and beginning and ending dates of all businesses in which the debtor was an officer, director, partner, or managing executive of a corporation, partner in a partnership, sole proprietor, or was self-employed in a trade, profession, or other activity either full- or part-time within **six years** immediately preceding the commencement of this case, or in which the debtor owned 5 percent or more of the voting or equity securities within **six years** immediately preceding the commencement of this case.

If the debtor is a partnership, list the names, addresses, taxpayer identification numbers, nature of the businesses, and beginning and ending dates of all businesses in which the debtor was a partner or owned 5 percent or more of the voting or equity securities, within **six years** immediately preceding the commencement of this case.

If the debtor is a corporation, list the names, addresses, taxpayer identification numbers, nature of the businesses, and beginning and ending dates of all businesses in which the debtor was a partner or owned 5 percent or more of the voting or equity securities within **six years** immediately preceding the commencement of this case.

NAME	LAST FOUR DIGITS OF SOCIAL-SECURITY OR OTHER INDIVIDUAL TAXPAYER-I.D. NO. (ITIN)/ COMPLETE EIN	ADDRESS	NATURE OF BUSINESS	BEGINNING AND ENDING DATES
------	--	---------	--------------------	----------------------------

- None ☐ b. Identify any business listed in response to subdivision a., above, that is "single asset real estate" as defined in 11 U.S.C. § 101.

NAME	ADDRESS
------	---------

The following questions are to be completed by every debtor that is a corporation or partnership and by any individual debtor who is or has been, within **six years** immediately preceding the commencement of this case, any of the following: an officer, director, managing executive, or owner of more than 5 percent of the voting or equity securities of a corporation; a partner, other than a limited partner, of a partnership, a sole proprietor or self-employed in a trade, profession, or other activity, either full- or part-time.

(An individual or joint debtor should complete this portion of the statement **only** if the debtor is or has been in business, as defined above, within six years immediately preceding the commencement of this case. A debtor who has not been in business within those six years should go directly to the signature page.)

19. Books, records and financial statements

- None ☐ a. List all bookkeepers and accountants who within **two years** immediately preceding the filing of this bankruptcy case kept or supervised the keeping of books of account and records of the debtor.

NAME AND ADDRESS
Fullaway Lamphear & Suave
5501 Pacific Highway East
Suite 1
Fife, WA 98424

DATES SERVICES RENDERED

Joel Junker
1191 2nd Ave. Suite 1800
Seattle, WA 98101

- None ☐ b. List all firms or individuals who within the **two years** immediately preceding the filing of this bankruptcy case have audited the books of account and records, or prepared a financial statement of the debtor.

NAME	ADDRESS
Fullaway Lamphear & Suave	5501 Pacific Highway East
	Suite 1
	Fife, WA 98424
Joel Junker	1191 2nd Ave. Suite 1800
	Seattle, WA 98101

DATES SERVICES RENDERED

- None ☐ c. List all firms or individuals who at the time of the commencement of this case were in possession of the books of account and records of the debtor. If any of the books of account and records are not available, explain.

NAME	ADDRESS
Fullaway Lamphear & Suave	5501 Pacific Highway East, Suite 1
	Fife, WA 98424

- None ☒ d. List all financial institutions, creditors and other parties, including mercantile and trade agencies, to whom a financial statement was issued by the debtor within **two years** immediately preceding the commencement of this case.

NAME AND ADDRESS	DATE ISSUED
------------------	-------------

20. Inventories

- None ☒ a. List the dates of the last two inventories taken of your property, the name of the person who supervised the taking of each inventory, and the dollar amount and basis of each inventory.

DATE OF INVENTORY	INVENTORY SUPERVISOR	DOLLAR AMOUNT OF INVENTORY (Specify cost, market or other basis)
-------------------	----------------------	---

- None ☒ b. List the name and address of the person having possession of the records of each of the two inventories reported in a., above.

DATE OF INVENTORY	NAME AND ADDRESSES OF CUSTODIAN OF INVENTORY RECORDS
-------------------	---

21 . Current Partners, Officers, Directors and Shareholders

- None ☐ a. If the debtor is a partnership, list the nature and percentage of partnership interest of each member of the partnership.

NAME AND ADDRESS	NATURE OF INTEREST	PERCENTAGE OF INTEREST
Gary Woodring 1025 Valley Ave NW Puyallup, WA 98371	Owner, President	100%

- None ☒ b. If the debtor is a corporation, list all officers and directors of the corporation, and each stockholder who directly or indirectly owns, controls, or holds 5 percent or more of the voting or equity securities of the corporation.

NAME AND ADDRESS	TITLE	NATURE AND PERCENTAGE OF STOCK OWNERSHIP
------------------	-------	---

22 . Former partners, officers, directors and shareholders

- None ☒ a. If the debtor is a partnership, list each member who withdrew from the partnership within **one year** immediately preceding the commencement of this case.

NAME	ADDRESS	DATE OF WITHDRAWAL
------	---------	--------------------

- None ☒ b. If the debtor is a corporation, list all officers, or directors whose relationship with the corporation terminated within **one year** immediately preceding the commencement of this case.

NAME AND ADDRESS	TITLE	DATE OF TERMINATION
------------------	-------	---------------------

23 . Withdrawals from a partnership or distributions by a corporation

- None ☒ If the debtor is a partnership or corporation, list all withdrawals or distributions credited or given to an insider, including compensation in any form, bonuses, loans, stock redemptions, options exercised and any other perquisite during **one year** immediately preceding the commencement of this case.

NAME & ADDRESS OF RECIPIENT, RELATIONSHIP TO DEBTOR	DATE AND PURPOSE OF WITHDRAWAL	AMOUNT OF MONEY OR DESCRIPTION AND VALUE OF PROPERTY
---	-----------------------------------	--

24. Tax Consolidation Group.

- None ☒ If the debtor is a corporation, list the name and federal taxpayer identification number of the parent corporation of any consolidated group for tax purposes of which the debtor has been a member at any time within **six years** immediately preceding the commencement of the case.

NAME OF PARENT CORPORATION	TAXPAYER IDENTIFICATION NUMBER (EIN)
----------------------------	--------------------------------------

25. Pension Funds.

- None ☒ If the debtor is not an individual, list the name and federal taxpayer identification number of any pension fund to which the debtor, as an employer, has been responsible for contributing at any time within **six years** immediately preceding the commencement of the case.

NAME OF PENSION FUND	TAXPAYER IDENTIFICATION NUMBER (EIN)
----------------------	--------------------------------------

DECLARATION UNDER PENALTY OF PERJURY ON BEHALF OF CORPORATION OR PARTNERSHIP

I declare under penalty of perjury that I have read the answers contained in the foregoing statement of financial affairs and any attachments thereto and that they are true and correct to the best of my knowledge, information and belief.

Date **March 25, 2010**

Signature **/s/ Gary Woodring**
Gary Woodring
President

[An individual signing on behalf of a partnership or corporation must indicate position or relationship to debtor.]

Penalty for making a false statement: Fine of up to \$500,000 or imprisonment for up to 5 years, or both. 18 U.S.C. §§ 152 and 3571

**United States Bankruptcy Court
Western District of Washington**

In re Liquidation Outlet, Inc.

Debtor(s)

Case No.

Chapter

11

DISCLOSURE OF COMPENSATION OF ATTORNEY FOR DEBTOR(S)

1. Pursuant to 11 U.S.C. § 329(a) and Bankruptcy Rule 2016(b), I certify that I am the attorney for the above-named debtor and that compensation paid to me within one year before the filing of the petition in bankruptcy, or agreed to be paid to me, for services rendered or to be rendered on behalf of the debtor(s) in contemplation of or in connection with the bankruptcy case is as follows:

For legal services, I have agreed to accept	\$	<u>0.00</u>
Prior to the filing of this statement I have received	\$	<u>0.00</u>
Balance Due	\$	<u>0.00</u>

2. The source of the compensation paid to me was:

☒ Debtor ☐ Other (specify):

3. The source of compensation to be paid to me is:

☒ Debtor ☐ Other (specify):

4. ☒ I have not agreed to share the above-disclosed compensation with any other person unless they are members and associates of my law firm.

☐ I have agreed to share the above-disclosed compensation with a person or persons who are not members or associates of my law firm. A copy of the agreement, together with a list of the names of the people sharing in the compensation is attached.

5. In return for the above-disclosed fee, I have agreed to render legal service for all aspects of the bankruptcy case, including:

a. [Other provisions as needed]

Negotiations with secured creditors to reduce to market value; exemption planning; preparation and filing of reaffirmation agreements and applications as needed; preparation and filing of motions pursuant to 11 USC 522(f)(2)(A) for avoidance of liens on household goods.

6. By agreement with the debtor(s), the above-disclosed fee does not include the following service:

Representation of the debtors in any dischargeability actions, judicial lien avoidances, relief from stay actions or any other adversary proceeding.

CERTIFICATION

I certify that the foregoing is a complete statement of any agreement or arrangement for payment to me for representation of the debtor(s) in this bankruptcy proceeding.

Dated: March 25, 2010

/s/ Brian L. Budsberg

Brian L. Budsberg 11225

Brian Budsberg, P.L.L.C.

1115 West Bay Drive, Suite 201

3605849093 Fax: 3602528333

trustee@budsberg.com

**United States Bankruptcy Court
Western District of Washington**

In re Liquidation Outlet, Inc.
Debtor

Case No. _____

Chapter 11

LIST OF EQUITY SECURITY HOLDERS

Following is the list of the Debtor's equity security holders which is prepared in accordance with Rule 1007(a)(3) for filing in this chapter 11 case.

Name and last known address or place of business of holder	Security Class	Number of Securities	Kind of Interest
Gary Woodring 210 N. 5th Ave Yakima, WA 98901			100% Interest

DECLARATION UNDER PENALTY OF PERJURY ON BEHALF OF CORPORATION OR PARTNERSHIP

I, the President of the corporation named as the debtor in this case, declare under penalty of perjury that I have read the foregoing List of Equity Security Holders and that it is true and correct to the best of my information and belief.

Date March 25, 2010

Signature /s/ Gary Woodring
Gary Woodring
President

Penalty for making a false statement or concealing property: Fine of up to \$500,000 or imprisonment for up to 5 years or both.
18 U.S.C §§ 152 and 3571.

**United States Bankruptcy Court
Western District of Washington**

In re **Liquidation Outlet, Inc.**
Debtor(s)

Case No. _____
Chapter **11**

VERIFICATION OF CREDITOR MATRIX

I, the President of the corporation named as the debtor in this case, hereby verify that the attached list of creditors is true and correct to the best of my knowledge.

Date: **March 25, 2010**

/s/ Gary Woodring
Gary Woodring/President
Signer/Title

17TH & RAY PROPERTIES, LLC
3204 E. 17TH AVE
SPOKANE, WA 99223

17TH RAY PROPERTIES LLC
ATTN: DAN ROARK
1527 S. CREST ROAD
SPOKANE, WA 99203

ABC PACIFIC
1549 NE 145TH ST.
SEATTLE, WA 98155

ABC PACIFIC
PO BOX 19435
SEATTLE, WA 98109

ADAMS & BROOKS, INC.
PO BOX 7303
LOS ANGELES, CA 90007-0303

ALLIANCE PRODUCTS
2001 N. CORNELL AVE.
MELROSE PARK, IL 60160

ALLIANCE PRODUCTS
C/O THE GARBIS LAW FIRM
DAN GARBIS
LINCOLNWOOD, IL 60712

ALLIED WASTE SERVICES
54 DAWSON STREET
SEATTLE, WA 98134

ALMAR SALES COMPANY
31 WEST 34TH ST.
8TH FLOOR
NEW YORK, NY 10001

ARCOR USA
DBA NUTREX CORP.
550 BILTMORE WAY
PH 11-A
CORAL GABLES, FL 33134

AVISTA
1411 E MISSION AVE
SPOKANE, WA 99252

B&G SALES, INC.
2000 GEORGE STREET
MELROSE PARK, IL 60160

BASIN DISPOSAL
PO BOX 3850
PASCO, WA 99302

BC IMPROTS
3007 38TH STREET SE
PUYALLUP, WA 98374

BEE INTERNATIONAL
2311 BOSWELL ROAD, SUITE 5
CHULA VISTA, CA 91914

BENDON PUBLISHING INTERN'L INC
1840 BANEY ROAD
ASHLAND, OH 44805

BENSON CENTER
10424 240TH SE
KENT, WA 98031

BENSON CENTER
PO BOX 20157
SEATTLE, WA 98102

BETHEL JUNCTION
CBRE INC-OBEUO1
PO BOX 82551
GOLETA, CA 93118

BETTY, INC.
1801 SWANSON STREET
PHILADELPHIA, PA 19148

BICKEL'S SNACK FOODS
PO BOX 644075
PITTSBURGH, PA 15264-4075

BLUE CROSS LABORATORIES
20950 CENTRE POINTE PKWY
SANTA CLARITA, CA 91350

BRUCE FORBES
86 SW CENTURY
PMB 445
BEND, OR 97702

BUMBLE BEE FOODS, LLC
PO BOX 90335
CHICAGO, IL 60695-0335

CADBURY ADAMS USA LLC
PO BOX 849955
DALLAS, TX 75284-9955

CAPITAL VILLAGE ASSOC.
11225 SE 6TH ST. #220
SEATTLE, WA 98124

CARRINGTON CO.
2010 YAKIMA VALLEY HWY
SUNNYSIDE, WA 98944

CASCADE NATURAL GAS
PO BOX 34344
SEATTLE, WA 98124

CG ROXANE
1210 SO. HIGHWAY 395
PO BOX DRAWER A
OLANCHA, CA 93549

CHAMPION PACKAGING &
DISTRIBUTING, INC.
PO BOX 97253
CHICAGO, IL 60690

CHARLIE'S PRODUCE
PO BOX 24606
SEATTLE, WA 98124

CHELSEA MILLING CO.
PO BOX 460
CHELSEA, MI 48118-0460

CHUCK MORTIMER
LEVY-VON BECK & ASSOCIATES
600 UNIVERSITY ST. SUITE 3300
SEATTLE, WA 98101

CITY OF ABERDEEN
200 E MARKET ST
ABERDEEN, WA 98520

CITY OF ALBANY
PO BOX 945
ALBANY, OR 97321

CITY OF BREMERTON
100 OYSTER BAY AVE N.
BREMERTON, WA 98312

CITY OF CENTRALIA
#07-010590-00
P.O. BOX 1259
CENTRALIA, WA 98531

CITY OF KENT
220 4TH AVENUE SO.
KENT, WA 98032

CITY OF MARYSVILLE
1049 STATE AVE
MARYSVILLE, WA 98271

CITY OF MILTON
PO BOX 6
MILTON FREEWATER, OR 97862

CITY OF NEWBERG
PO BOX 970
NEWBERG, OR 97132

CITY OF OLYMPIA
PO BOX 1967
OLYMPIA, WA 98507

CITY OF PASCO
525 N. 3RD AVE
PASCO, WA 99301

CITY OF PORT ANGELES
321 E FIFT ST.
PORT ANGELES, WA 98362

CITY OF PUYALLUP
333 S. MERIDIAN
PUYALLUP, WA 98371

CITY OF RENTON
CITY HALL
1055 S. GRADY WAY
RENTON, WA 98055

CITY OF RICHLAND
505 SWIFT BLVD
RICHLAND, WA 99352

CITY OF SEATTLE
P.O. BOX 94729
SEATTLE, WA 98124-4729

CITY OF SPOKANE
808 W. SPOKANE FALLS BLVD
SPOKANE, WA 99256

CITY OF TACOMA
P.O. BOX 11010
TACOMA, WA 98411

CITY OF TUMWATER
555 ISRAEL RD SW
OLYMPIA, WA 98501

CLEAN SCAPES
PO BOX 34260
SEATTLE, WA 98124

COCA COLA
1000 WEST TEMPLE STREET
LOS ANGELES, CA 90074

COCA COLA AUTOMAT
PO BOX 2905
PASCO, WA 99302

COCA COLA ENTERPRISES
PO BOX 90074

COMFORT FOODS, INC.
9900 MONTGOMEREY BLVD. NE
ALBUQUERQUE, NM 87111

CONKLIN FASHIONS, INC.
PO BOX 2231
SIDNEY, NY 13838

CONSILDATED DISPOSAL
2370 BASIN ST. SW
EPHRATA, WA 98823

CORPORACION IMRESORA
SA DE CV
PO BOX 54090
ESTDO DE MEXICO

COVE PARTNERS LLC
PO BOX 2422
565 MAIN STREET
LEBANON, OR 97355

CRH CAPITOL PROPERTIES
1415 E. 72ND ST. #E
TACOMA, WA 98404

CRH CAPITOL PROPERTIES
5312 PACIFIC HWY E
FIFE, WA 98424

CSK AUTO
1305 JADWIN
RICHLAND, WA 99354

CSK AUTO #4334
C/O ACCOUNTS RECEIVABLE
PO BOX 94124
SEATTLE, WA 98124

CUSTOM SOLUTIONS, INC.
4142 NE PORT DRIVE
LEES SUMMIT, MO 64064

CYBERKIDS INTERNATIONAL INC.
4301-B BRUNSWICK AVE.
SOUTH PLAINFIELD, NJ 07080

D & C WONG
6311 SEWARD PARK
SEATTLE, WA 98104

D&C WONG
6311 SEWARD PARKS
SEATTLE, WA 98118

DADDY RAY'S
PO BOX 186
MOSCOW MILLS, MO 63362

DAVID HANCOCK
GRAHAM & DUNN
PIER 70
2801 ALASKAN WAY, STE. 300
SEATTLE, WA 98121

DEALS 4 LESS LLC
230-5TH AVE, SUITE 612
NEW YORK, NY 10001

DESIGN IMPORTS
PO BOX 58410
SEATTLE, WA 98138

DEVELOPMENT SERVICES OF AMER.
4025 DELRIDGE WAY SW
SUITE 100
SEATTLE, WA 98101

DLL

DM MERCHANDISING, INC
835 N. CHURCH COURT
ELMHURST, IL 60126

DODO GRAPHICS INC
32 VETERANS LANE #4
PO BOX 585
PLATTSBURGH, NY 12901

DOLLAR EMPIRE LLC
4423 E. BANDINI BLVD
LOS ANGELES, CA 90023

DON M. DELLET
3236 STEVELY AVE.
LONG BEACH, CA 90808

DOUGLAS CO. PUD
1151 VALLEY MALL PARKWAY
EAST WENATCHEE, WA 98802

DOURNAK INC.
2201 TOUHY AVENUE
ELK GROVE VILLAGE, IL 60007-5327

DREYERS
555 12TH STREET #300
OAKLAND, CA 94607

DS OF A
2521 6TH STREET
BREMERTON, WA 98312

DS OF A
PO BOX 25139
SCOTTSDALE, AZ 85255

DYNAMIC MANUFACTURING
& DISTRIBUTION INC
78 LAFAYETTE AVE, SUITE 201
SUFFERN, NY 10901

EH GREETINGS
2060 INTERNATIONAL BLVD.
PORT HURON, MI 48060

ELITE BRANDS USA, INC
61 EAST INDUSTRY CT.
DEER PARK, NY 11729

EUGENE WATER
500 EAST 4TH
EUGENE, OR 97440

EVANS FOOD WEST INC.
1191 PAYSPPHERE CIRCLE
CHICAGO, IL 60674

FLAVA PUFF
2000 NW-150TH AVE, SUITE 2120
PEMBROKE PINES, FL 33028

FRANKLIN COUNTY PUD
1411 WEST CLARK
PASCO, WA 99301

GA DEVELOPMENT
1025 VALLEY AVENUE NW
PUYALLUP, WA 98371

GA DEVELOPMENT
1025 VALLEY AVE NW
PUYALLUP, WA 98371

GA DEVELOPMENT

GARY & ARLENE WOODRING
1025 VALLEY AVE NW
PUYALLUP, WA 98371

GARY WOODRING
210 N. 5TH AVE
YAKIMA, WA 98901

GARY WOODRING
1025 VALLEY AVENUE NW
PUYALLUP, WA 98371

GDB INTERNATIONAL INC.
8 TAYLOR ROAD
EDISON, NJ 08817

GEL SPICE CO. LLC
PO BOX 285
BAYONNE, NJ 07002

GRANT COUNTY PUD
PO BOX 878
EPHRATA, WA 98823

GRAYS HARBOR PUD
2720 SUMNER AVE
PO BOX 510
ABERDEEN, WA 98520

GREAT DISCOUNTERS
830 FAIRWAY DRIVE
BENSENVILLE, IL 60106

GUARDIAN SECURITY
1743 1ST AVE S
SEATTLE, WA 98134

HAGAN ENTERPRISES
3803 BRIDGEPORT WAY W
UNIVERSITY PLACE, WA 98466

HERRING & ASSOC. INC.
408 N. 5TH ST. SUITE A
WENATCHEE, WA 98801

HERRING & ASSOCIATES, INC.
620 GRANT ROAD #C
EAST WENATCHEE, WA 98802

HOSPITALITY HOUSE
PO BOX 2542
WENATCHEE, WA 98807

HUB CITY RECYCLING
200 E. THIRD ST.
CENTRALIA, WA 98531

HUDSON CAPITAL
C/O BUSH STROUT & KORNFELD
601 UNION ST. STE 5000
SEATTLE, WA 98101

HULCO SALES CORP.
PO BOX 150
TERRE HAUTE, IN 47808

IMPERIAL PLASTICS
PO BOX 3395
CALEXICO, CA 92232

INDERBITZEN DISTRIBUTORS INC.
901 VALLEY AVE NW
PUYALLUP, WA 98371

INLAND US MANAGMENT
5919 LAKEWOOD TOWNE CENTER
LAKEWOOD, WA 98499

INLAND US MGT LLC #4498
13068 COLLECTIONS CENTER DRIVE
CHICAGO, IL 60693

JEFFREY HELSDON
PO BOX 64189
TACOMA, WA 98464

JOHN F MAGNUSON
1250 NORTHWOOD CENTER CT.
SUITE A
PO BOX 2350
COEUR D ALENE, ID 83816

K MART
2306 E NOB HILL ROAD
YAKIMA, WA 98901

K. MART CORP #4439
12664 COLLECTIONS CENTER DRIVE
CHICAGO, IL 60693

KIDSMANIA INC.
12332 BELL RANCH DRIVE
SANTA FE SPRINGS, CA 90670

KOLE IMPORTS
24600 S. MAIN STREET
CARSON, CA 90745

L&E BOTTLING CO., INC.
OI /BIX 3836
SOUTH EL MONTE, CA 91733

LAKEHAVEN UTILITY
31627 FIRST AVE SO.
FEDERAL WAY, WA 98003

LAKEWOOD WATER DISTRICT
PO BOX 11010
LAKEWOOD, WA 98411

LAURI HAGAR
SUSSMAN SHANK LLP
1000 SW BROADWAY, STE. 1400
PORTLAND, OR 97025

LAW OFFICES OF ROBERT
SCHULMAN
3333 NEW HYDE PARK RD
NEW HYDE PARK, NY 11042

LEE INGRAM & L. SCHROCK LLC
4870 CAPITOL BLVD #1
OLYMPIA, WA 98501

LEE INGRAM & LORENZ
515 HARRISON AVE
CENTRALIA, WA 98531

LEE PHARMACEUTICALS
PO BOX 3836
SOUTH EL MONTE, CA 91733

LEMAY
13502 PACIFIC AVE
TACOMA, WA 98444

LEMAY
4201 OLYMPIC HWY EAST
ABERDEEN, WA 98520

LIBERTY DISTRIBUTING
909 VALLEY AVE NW
PUYALLUP, WA 98371

LIBERTY ORCHARDS
PO BOX C
CASHMERE, WA 98815

LUKINS & ANNIS MICHAEL MAUER
JOHN MCENTIRE IV
1600 WASHINGTON TRUST FIN CTR
717 W SPRAGUE AVE
SPOKANE, WA 99201

MADDEN & TEAL
19715 27TH AVE NW
SEATTLE, WA 98177

MADDEN & TEEL
10014 15TH AVE SW
SEATTLE, WA 98146

MAGNUSON PROPERTIES
15303 E. SPRAGUE AVE
VERADALE, WA 99037

MAGNUSON PROPERTIES
PARTNERSHIP
PO BOX 3145
COEUR D ALENE, ID 83814

MARIETTA BISCUIT CO. INC.
1301 LA VELLE ROAD
PORTALES, NM 88130

MATHEW GREEN
WILLIAMS, KASTNER & GIBBS
TWO UNION SQUARE
601 UNION STREET, STE 4100
SEATTLE, WA 98111

MD DISTRIBUTORS INC.
3 TAYLOR ROAD
EDISON, NJ 08817

MICHAEL FRIEND ASSOC.
7302 BOWLYN PLANCE S
SEATTLE, WA 98118

MICHAEL MAGNUS
PARK PLAZA WEST, SUITE 450
10700 SW BEAVERTON HILLSDALE
WHY
BEAVERTON, OR 97005

MK PROPERTIES
11012 CANYON ROAD
PUYALLUP, WA 98373

ML WEINER & ASSOC.
43-585 MONTEEY AVE, STE. 1
PALM DESERT, CA 92260

MORRIS NATIONAL INC.
PO BOX 60707
LOS ANGELES, CA 90060

MURREY'S DISPOSAL
PO BOX 399
PUYALLUP, WA 98371

NANCY KETCHAM
315 BASIN STREET SW
EPHRATA, WA 98823

NANCY KETCHAM
PO BOX 22789
SEATTLE, WA 98122

NEW ERA BRANDS, LLC
910 SKOKLE BLVD. SUITE 107
NORTHBROOK, IL 60062

NEW FRONTIER MARKETING
1240 E 55TH STREET
CLEVELAND, OH 44103

NEWBERG GARAGE
PO BOX 1000
NEWBERG, OR 97132

NOEL CORPORATION
PO BOX 2531
PASCO, WA 99302

NORTHWEST SECURITY
1320 HUNSICKER RD
BELLINGHAM, WA 98226

NOVATE INTERNATIONAL
PO BOX 34936
DEPT 1073
SEATTLE, WA 98124

NW NATURAL
PO BOX 6017
PORTLAND, OR 97228

OLYMPIC GATEWAY
1111 E. WISKAH STREET
ABERDEEN, WA 98520

OREN'S REPLAY CO.
7758 MAIE AVE
LOS ANGELES, CA 90001

PACIFIC ASSET ADVISORS
PO BOX 34960
SEATTLE, WA 98124

PACIFIC COMMONS LLC
DUNHILL PARTNERS WEST
388 MARKET STREET #850
SAN FRANCISCO, CA 94111

PACIFIC ENTERPRISES
PO BOX 8899
STOCKTON, CA 95208

PACIFIC POWER
1033 NE 6TH AVE
PORTLAND, OR 97256

PACIFIC TRUST REALTY
175 S. MAIN
MILTON FREEWATER, OR 97862

PACIFIC TRUST REALTY ASSOC.
PO BOX 5000 UNIT #72
PORTLAND, OR 97208

PAGE'S SEEDS
1A GREEN STREET
PO BOX 158
GREENE, NY 13778

PERSONAL CARE PRODUCTS INC
32500 TELEGRAPH SUITE #202
BINGHAM FARMS, MI 48025

PHIL ROBERTS
RYAN SWANSON & CLEVELAND
1204 THIRD AVENUE, SUITE 3400
SEATTLE, WA 98101

PIERCE COUNTY SEWER
PO BOX 11620
TACOMA, WA 98411

PK II SUNSET SQ
SWAB 1497/L DOLLSTOR
PO BOX 100545
PASADENA, CA 91189

PK II SUNSET SQUARE
1125 E. SUNSET DRIVE
#115-120
BELLINGHAM, WA 98226

POLY BAG LLC
4301 SO. TACOMA WAY
TACOMA, WA 98409

PORTLAND GENERAL ELECTRIC
PO BOX 4438
PORTLAND, OR 97208

PRAIRIE CENTER LLC
C/O M&K PROPERTIES
PO BOX 997
SNOQUALMIE, WA 98065

PRARIE CENTER LLC
4810 E. YELM HWY SE
LACEY, WA 98503

PUGET SOUND ENERGY
P.O. BOX 90868
BELLEVUE, WA 98009

QWEST
P.O. BOX 91154
SEATTLE, WA 98111-9254

RAPID CARE INC.
2080 LAS PALMAS DRIVE STE 101
CARLSBAD, CA 92011

REGENT PRODUCTS CORP
LLC DIV.
8999 PALMER STREET
RIVER GROVE, IL 60171

REMARKETING SERVICES
1250 PINE STREET
SUITE 108
WALNUT CREEK, CA 94596

RETAIL PROPERTY MANAGEMENT
3315 W. COURT ST.
PASCO, WA 99301

RETAIL PROPERTY MGT
210 N 2ND AVE
WALLA WALLA, WA 99362

RITE AID #36656/5174
SUB-TENANT ACCT 881451
PO BOX 460
CAMP HILL, PA 17001

RITEAID
29019 MILITARY ROAD
FEDERAL WAY, WA 98003

ROSEN PROPERTIES
5401 6TH AVE #300
TACOMA, WA 98406

ROSEN PROPERTIES AND
ROSEN HARBOTTLE
PO BOX 5003
BELLEVUE, WA 98009

ROYAL ITEMS INC
595 DEGRAW STREET
BROOKLYN, NY 11217

SAFEWAY
170 PT. ANGELES PLAZA
PORT ANGELES, WA 98362

SAFEWAY
4512 N. MARKET ST
SPOKANE, WA 99207

SAFEWAY PDA
#98-9348-01-01
4834 COLLECTIONS CENTER DRIVE
CHICAGO, IL 60693

SAFEWAY PDA
98-9304-01-01
4834 COLLECTIONS CENTER DRIVE
CHICAGO, IL 60693

SAFEWAY PDA
98-A023-01-01
4834 COLLECTIONS CENTER DRIVE
CHICAGO, IL 60693

SANIPAC
505 SWIFT BLVD
RICHLAND, WA 99352

SANTA CLARA SQ CLIENT TRUST
PO BOX 2448 UNIT SAC 002
PORTLAND, OR 97208

SANTA CLARA SQUARE
CLIENT TRUST
75 DIVISION AVE
EUGENE, OR 97404

SCOTT FEIR
5500 COLUMBIA CENTER
701 FIFTH AVENUE
SEATTLE, WA 98104

SCOTT WILSON
WILSON & REARDON
1200-112TH AVE NE
SUITE C110
BELLEVUE, WA 98004

SELECTED TRADING
9500 NW 108TH AVE
MIAMI, FL 33178

SELECTIVE IMPORTS CORP
3018 E 46TH STREET
LOS ANGELES, CA 90058

SHARK EYES
2240 E WASHINGTON BLVD
LOS ANGELES, CA 90021

SHASTA
PO BOX 281335
ATLANTA, GA 30384

SM PRODUCTS INC.
LIBERTY MILLS
720437
HOUSTON, TX 77272

SOIL CONDITIONERS INC
PO BOX 206
ZILLAH, WA 98953

SOUND PROPERTIES
11012 CANYON ROAD
PUYALLUP, WA 98373

SOUND PROPERTIES LLC
C/O M&K PROPERTY SERVICES
PO BOX 997
SNOQUALMIE, WA 98065

SOUTH BAY INTERNATIONAL
1555 SO. 7TH STREET, STE. G
SAN JOSE, CA 95112

SOUTHGATE DEVELOPMENT
5211 CAPITOL BLVD
OLYMPIA, WA 98501

SOUTHGATE DEVELOPMENT
984 LIBERTY STREET
OLYMPIA, WA 98512

SPOKANE COUNTY
PO BOX 2355
WA 99120

SPRINT
PO BOX 54977
LOS ANGELES, CA 90054

ST. STREET CENTER LLC
C/O PACIFIC ASSET ADVISORS
600-108TH AVE NE STE 530
BELLEVUE, WA 98004

STAR CANDLE CO.
300 INDUSTRIAL AVENUE
RIDGEFIELD PARK, NJ 07660

STORK
1451 MOMENTUM PLACE
CHICAGO, IL 60689

SUMMIT FOODS ENTERPRISES INC
PO BOX 273
BERLIN, MA 01503

SUMMIT WATER & SUPPLY CO.
9701 50TH AVE EAST
TACOMA, WA 98446

SUNBELT APPAREL, INC.
4901 KELLER SPRINGS #106A
ADDISON, TX 75001

SUNRISE CONFECTIONS
LOX BOX 892264 DPT. 2264
PO BOX 12264
DALLAS, TX 75312

SUNSHINE DISPOSAL & RECYCLING
2405 N. UNIVERSITY RD
SPOKANE, WA 99206

SW SUBURBAN SEWER
431 SW AMBAUM BLVD
SEATTLE, WA 98166

SYLVAN ASSOC.
C/O OVERLAKE MANAGEMENT
3441 WHEATON AVE
BREMERTON, WA 98310

SYLVAN ASSOCIATES
C/O OVERLAKE MGT CO.
11225 SE 6TH ST. #220
BELLEVUE, WA 98004

TARA SCHLEICHER
FARLEIGH WADA WITT
121 SW MORRISON STREET
SUITE 600
PORTLAND, OR 97204

TASTE OF NATURE INC
2828 DONALD DOUGLAS LOOP NORTH
SUITE A
SANTA MONICA, CA 90405

THE BOX MAKER
PO BOX 58968
TUKWILA, WA 98168

THE WE BASSET CO.
100 TRAP FALLS ROAD EXT.
SHELTON, CT 06484

THE WE BASSETT COMPANY
PO BOX 5643
HARTFORD, CT 06102

THRIFTY PAYLESS
6414 S. YAKIMA AVE
TACOMA, WA 98408

THRIFTY PAYLESS
TENANT #881490
PO BOX 460
CAMP HILL, PA 17001

TNPPM OLMPIC GATEWAY LLC
8123 SOLUTION CENTER
CHICAGO, IL 60677

TOWN & COUNTRY CENTER
804 W. FRANCIS
SPOKANE, WA 99205

TOWN & COUNTRY CENTER
PO BOX 9368
SPOKANE, WA 99209

UNCLE RAYS LLC
14245 BIRWOOD ST
DETROIT, MI 48238

UNIVERSITY CITY
10518 E. SPRAGUE AVE
SPOKANE, WA 99216

UNIVERSITY CITY INC
1110 N. STANLEY ROAD
SPOKANE, WA 99212

US ATTORNEY
ATTN: BANKRUPTCY ASSISTANT
700 STEWAR STREET, SUITE 5220
SEATTLE, WA 98101

US BANK
1145 BROADWAY #1100
TACOMA, WA 98402

VALUE MERCHANDISE INT'L INC.
14105-13TH AVE N.
SUITE C
PLYMOUTH, MN 55441

VENTURA FOODS LLC
500 SO PRARIE AVE
WAUKESHA, WI 53186

VERA WATER & POWER
PO BOX 630
SPOKANE, WA 99307

VERIZON
PO BOX 9688
MISSION HILLS, CA 91346

WA STATE ATTY GENERAL
BANKRUPTCY & COLLECTIONS
800 5TH AVE
20TH FLOOR
SEATTLE, WA 98104

WALTON BEVERAGE CO. INC.
1350 PACIFIC PLACE
FERNDALE, WA 98248

WASTE MANAGEMENT
13225 NE 126TH PLACE
KIRKLAND, WA 98034

WEINSTEIN BEVERAGE CO.
410 PETERS STREET E
WENATCHEE, WA 98801

WHITWORTH WATER DISTRICT
PO BOX 14000
SPOKANE, WA 99218

WILLIPA LLC
PO BOX 820096
PORTLAND, OR 97282

YAKIMA WASTE SYSTEM
PO BOX 2830
YAKIMA, WA 98907

YODER 17TH ST. PROPERTIES
313 S. WASHINGTON AVE
KENT, WA 98032

YODER 17TH ST. PROPERTIES
C/O PACIFIC ASSET ADVISORS
600 108TH AVE NE #530
BELLEVUE, WA 98004

ZEL R. KAHN & SONS
2 FIFER AVE, STE. 220
CORTE MADERA, CA 94925

**United States Bankruptcy Court
Western District of Washington**

In re Liquidation Outlet, Inc.

Debtor(s)

Case No.

Chapter

11

CORPORATE OWNERSHIP STATEMENT (RULE 7007.1)

Pursuant to Federal Rule of Bankruptcy Procedure 7007.1 and to enable the Judges to evaluate possible disqualification or recusal, the undersigned counsel for Liquidation Outlet, Inc. in the above captioned action, certifies that the following is a (are) corporation(s), other than the debtor or a governmental unit, that directly or indirectly own(s) 10% or more of any class of the corporation's(s') equity interests, or states that there are no entities to report under FRBP 7007.1:

Gary Woodring
210 N. 5th Ave
Yakima, WA 98901

☐ None [*Check if applicable*]

March 25, 2010

Date

/s/ Brian L. Budsberg

Brian L. Budsberg 11225

Signature of Attorney or Litigant
Counsel for Liquidation Outlet, Inc.

Brian Budsberg, P.L.L.C.

1115 West Bay Drive, Suite 201

3605849093 Fax:3602528333

trustee@budsberg.com